

H&E Equipment Services, Inc.  
Form 10-Q  
November 06, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549**

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2008**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the transition period from            to  
Commission file number: 000-51759**

**H&E Equipment Services, Inc.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State of Other Jurisdiction of Incorporation or Organization)

**81-0553291**  
(I.R.S. Employer Identification No.)

**11100 Mead Road, Suite 200**  
**Baton Rouge, Louisiana**  
(Address of Principal Executive Offices)

**70816**  
(ZIP Code)

**(225) 298-5200**  
(Registrant's Telephone Number, Including Area Code)

**None**  
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer            Accelerated filer            Non-accelerated filer             Smaller reporting company   
                        (Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Number of shares of common stock outstanding as of the close of business on November 4, 2008: 34,706,913

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**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
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### Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements include statements preceded by, followed by or that include the words may, could, would, should, believe, expect, anticipate, plan, estimate, target, project, similar expressions. These statements include, among others, statements regarding our expected business outlook, anticipated financial and operating results, our business strategy and means to implement the strategy, our objectives, the amount and timing of capital expenditures, the likelihood of our success in expanding our business, financing plans, budgets, working capital needs and sources of liquidity.

Forward-looking statements are only predictions and are not guarantees of performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our products, the expansion of product offerings geographically or through new applications, the timing and cost of planned capital expenditures, competitive conditions and general economic conditions. These assumptions could prove inaccurate. Forward-looking statements also involve known and unknown risks and uncertainties, which could cause actual results that differ materially from those contained in any forward-looking statement. Many of these factors are beyond our ability to control or predict. Such factors include, but are not limited to, the following:

- general economic conditions and construction activity in the markets where we operate in North America and, in particular, the conditions in our Mid-Atlantic, Southern California and Florida regions as well as the impact of the current conditions of the capital markets and its effect on construction activity and the economy in general;

- relationships with new equipment suppliers;

- increased maintenance and repair costs;

- our indebtedness;

- the risks associated with the expansion of our business;

- our possible inability to integrate any businesses we acquire;

- competitive pressures;

- compliance with laws and regulations, including those relating to environmental matters and corporate governance matters; and

- other factors discussed under Item 1A Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2007 and under Item 1A Risk Factors in our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2008.

Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the Securities and Exchange Commission (SEC), we are under no obligation to publicly update or revise any forward-looking statements after we file this Quarterly Report on Form 10-Q, whether as a result of any new information, future events or otherwise. Investors, potential investors and other readers are urged to consider the above mentioned factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results or performance. For a more detailed discussion of some of the foregoing risk and uncertainties, see Item 1A Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2007, and Item 1A - Risk Factors in our Quarterly Report on Form 10-Q for

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the quarterly period ended June 30, 2008, as well as other reports and registration statements filed by us with the SEC. All of our annual, quarterly and current reports and any amendments thereto, filed with or furnished to the SEC are available on our Internet website under the Investor Relations link. For more information about us and the announcements we make from time to time, visit our Internet website at [www.he-equipment.com](http://www.he-equipment.com).

**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements.**

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Amounts in thousands, except share amounts)

	<b>Balances at</b>	
	<b>September 30, 2008 (Unaudited)</b>	<b>December 31, 2007</b>
<b>ASSETS</b>		
Cash	\$ 13,207	\$ 14,762
Receivables, net of allowance for doubtful accounts of \$4,648 and \$4,413, respectively	143,023	151,148
Inventories, net of reserves for obsolescence of \$989 and \$992, respectively	120,199	143,789
Prepaid expenses and other assets	10,076	6,111
Rental equipment, net of accumulated depreciation of \$202,131 and \$186,630, respectively	582,347	577,628
Property and equipment, net of accumulated depreciation and amortization of \$33,919 and \$26,591, respectively	53,013	45,414
Deferred financing costs, net of accumulated amortization of \$7,308 and \$6,216, respectively	7,287	8,628
Intangible assets, net of accumulated amortization of \$1,784 and \$1,046, respectively	8,534	10,642
Goodwill	58,873	54,731
<b>Total assets</b>	<b>\$ 996,559</b>	<b>\$ 1,012,853</b>

**LIABILITIES AND STOCKHOLDERS EQUITY****Liabilities:**

Amounts due on senior secured credit facility	\$ 106,302	\$ 120,553
Accounts payable	83,207	84,895
Manufacturer flooring plans payable	141,341	162,939
Accrued expenses payable and other liabilities	43,611	48,957
Related party obligation	215	413
Notes payable	1,966	1,987
Senior unsecured notes	250,000	250,000
Capital lease payable	2,328	2,411
Deferred income taxes	75,165	50,681
Deferred compensation payable	1,992	1,939
<b>Total liabilities</b>	<b>706,127</b>	<b>724,775</b>

**Commitments and contingent liabilities****Stockholders equity:**

Preferred stock, \$0.01 par value, 25,000,000 shares authorized; no shares issued

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Common stock, \$0.01 par value, 175,000,000 shares authorized; 38,288,389 and 38,192,094 shares issued at September 30, 2008 and December 31, 2007, respectively, and 34,706,913 and 37,467,848 shares outstanding at September 30, 2008 and December 31, 2007, respectively	383	382
Additional paid-in capital	206,936	205,937
Treasury stock at cost, 3,581,476 and 724,246 shares of common stock held at September 30, 2008 and December 31, 2007, respectively	(56,008)	(13,431)
Retained earnings	139,121	95,190
Total stockholders' equity	290,432	288,078
Total liabilities and stockholders' equity	\$ 996,559	\$ 1,012,853

The accompanying notes are an integral part of these condensed consolidated financial statements.

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
**(Unaudited)**

(Amounts in thousands, except per share amounts)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
Revenues:				
Equipment rentals	\$ 78,181	\$ 75,598	\$ 224,626	\$ 208,371
New equipment sales	97,797	94,675	274,135	240,910
Used equipment sales	39,873	44,503	128,436	110,190
Parts sales	30,951	26,716	89,112	73,803
Services revenues	18,333	16,877	52,651	46,599
Other	13,512	12,218	38,097	33,595
<b>Total revenues</b>	<b>278,647</b>	<b>270,587</b>	<b>807,057</b>	<b>713,468</b>
Cost of revenues:				
Rental depreciation	26,362	24,468	78,838	68,132
Rental expense	12,514	11,173	36,460	33,802
New equipment sales	84,739	81,523	237,449	208,875
Used equipment sales	30,578	33,730	97,960	82,604
Parts sales	21,809	18,895	62,815	52,224
Services revenues	6,592	6,131	19,016	16,899
Other	13,556	10,768	38,735	30,112
<b>Total cost of revenues</b>	<b>196,150</b>	<b>186,688</b>	<b>571,273</b>	<b>492,648</b>
<b>Gross profit</b>	<b>82,497</b>	<b>83,899</b>	<b>235,784</b>	<b>220,820</b>
Selling, general and administrative expenses	45,556	41,609	138,097	117,124
Gain on sales of property and equipment, net	219	97	515	444
<b>Income from operations</b>	<b>37,160</b>	<b>42,387</b>	<b>98,202</b>	<b>104,140</b>
Other income (expense):				
Interest expense	(9,495)	(9,007)	(29,193)	(26,597)
Loss on early extinguishment of debt		(325)		(325)
Other, net	250	293	731	816
<b>Total other expense, net</b>	<b>(9,245)</b>	<b>(9,039)</b>	<b>(28,462)</b>	<b>(26,106)</b>
<b>Income before provision for income taxes</b>	<b>27,915</b>	<b>33,348</b>	<b>69,740</b>	<b>78,034</b>
<b>Provision for income taxes</b>	<b>10,311</b>	<b>13,154</b>	<b>25,809</b>	<b>30,480</b>
<b>Net income</b>	<b>\$ 17,604</b>	<b>\$ 20,194</b>	<b>\$ 43,931</b>	<b>\$ 47,554</b>



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Net income per common share:				
Basic	\$ 0.50	\$ 0.53	\$ 1.22	\$ 1.25
Diluted	\$ 0.50	\$ 0.53	\$ 1.22	\$ 1.25
Weighted average common shares outstanding:				
Basic	35,075	38,095	35,912	38,090
Diluted	35,090	38,095	35,918	38,090

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**  
**(Amounts in thousands)**

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2008</b>	<b>2007</b>
Cash flows from operating activities:		
Net income	\$ 43,931	\$ 47,554
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization on property and equipment	8,329	6,110
Depreciation on rental equipment	78,838	68,132
Amortization of loan discounts and deferred financing costs	1,093	1,019
Amortization of intangible assets	2,108	270
Provision for losses on accounts receivable	1,743	1,712
Provision for inventory obsolescence	39	61
Provision for deferred income taxes	24,484	28,897
Stock-based compensation expense	1,043	938
Loss on early extinguishment of debt		325
Gain on sales of property and equipment, net	(515)	(444)
Gain on sales of rental equipment, net	(28,121)	(25,594)
Changes in operating assets and liabilities, net of impact of acquisition:		
Receivables, net	7,792	(32,498)
Inventories, net	(17,817)	(53,719)
Prepaid expenses and other assets	(3,807)	(1,963)
Accounts payable	(1,688)	38,684
Manufacturer flooring plans payable	(21,598)	(7,317)
Accrued expenses payable and other liabilities	(308)	5,817
Deferred compensation payable	53	(1,368)
Net cash provided by operating activities	95,599	76,616
Cash flows from investing activities:		
Acquisition of business, net of cash acquired	(10,461)	(99,848)
Purchases of property and equipment	(16,526)	(12,325)
Purchases of rental equipment	(113,316)	(128,202)
Proceeds from sales of property and equipment	1,113	651
Proceeds from sales of rental equipment	99,237	91,626
Net cash used in investing activities	(39,953)	(148,098)
Cash flows from financing activities:		
Excess tax benefit (deficiency) from stock-based awards	(44)	44
Purchases of treasury stock	(42,577)	(432)
Borrowings on senior secured credit facility	810,223	754,616
Payments on senior secured credit facility	(824,474)	(681,964)

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Principal payment of senior secured notes		(4,478)
Principal payment of senior subordinated notes		(278)
Payments of deferred financing costs		(547)
Payments of related party obligation	(225)	(225)
Payments of capital lease obligation	(83)	(2,280)
Principal payments on notes payable	(21)	(361)
Net cash provided by (used in) financing activities	(57,201)	64,095
Net decrease in cash	(1,555)	(7,387)
Cash, beginning of period	14,762	9,303
Cash, end of period	\$ 13,207	\$ 1,916

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**  
**(Unaudited)**  
**(Amounts in thousands)**

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2008</b>	<b>2007</b>
Supplemental schedule of noncash investing and financing activities:		
Noncash asset purchases:		
Assets transferred from new and used inventory to rental fleet	\$ 41,357	\$ 59,324
Capital lease obligation incurred	\$	\$ 4,698
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	\$ 33,386	\$ 28,594
Income taxes, net of refunds received	\$ 1,659	\$ 1,873

The accompanying notes are an integral part of these condensed consolidated financial statements.

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**(1) Organization and Nature of Operations**

**Basis of Presentation**

Our condensed consolidated financial statements include the financial position and results of operations of H&E Equipment Services, Inc. and its wholly-owned subsidiaries H&E Finance Corp., GNE Investments, Inc., Great Northern Equipment, Inc., H&E California Holdings, Inc., H&E Equipment Services (California) LLC and H&E Equipment Services (Mid-Atlantic), Inc.

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such regulations. In the opinion of management, all adjustments (consisting of all normal and recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the nine months ended September 30, 2008 are not necessarily indicative of the results that may be expected for the year ending December 31, 2008, and therefore, the results and trends in these interim condensed consolidated financial statements may not be the same for the entire year. These interim condensed consolidated financial statements should be read in conjunction with the annual audited consolidated financial statements and related notes in our Annual Report on Form 10-K for the year ended December 31, 2007, from which the balance sheet amounts as of December 31, 2007 included herein were derived.

All significant intercompany accounts and transactions have been eliminated in these condensed consolidated financial statements. Business combinations accounted for as purchases are included in the condensed consolidated financial statements from their respective dates of acquisition.

The nature of our business is such that short-term obligations are typically met by cash flows generated from long-term assets. Consequently, and consistent with industry practice, the accompanying condensed consolidated balance sheets are presented on an unclassified basis.

**Nature of Operations**

As one of the largest integrated equipment services companies in the United States focused on heavy construction and industrial equipment, we rent, sell and provide parts and service support for four core categories of specialized equipment: (1) hi-lift or aerial platform equipment; (2) cranes; (3) earthmoving equipment; and (4) industrial lift trucks. By providing equipment sales, rental, on-site parts and repair and maintenance functions under one roof, we are a one-stop provider for our customers' varied equipment needs. This full-service approach provides us with multiple points of customer contact, enables us to maintain a high quality rental fleet, as well as an effective distribution channel for fleet disposal, and provides cross-selling opportunities among our new and used equipment sales, rental, parts sales and service operations.

**(2) Significant Accounting Policies**

We describe our significant accounting policies in note 2 of the notes to consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2007.

*Use of Estimates*

We prepare our condensed consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, which requires management to use its judgment to make estimates and assumptions that affect the reported

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**

amounts of assets and liabilities and related disclosures at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reported period. These assumptions and estimates could have a material effect on our condensed consolidated financial statements. Actual results may differ materially from those estimates. We review our estimates on an ongoing basis based on information currently available, and changes in facts and circumstances may cause us to revise these estimates.

*Recently Adopted Accounting Pronouncements*

In June 2006, the Financial Accounting Standards Board ( FASB ) issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes an Interpretation of FASB Statement No. 109 ( FIN 48 ), which clarifies the accounting for uncertainty in income taxes recognized in accordance with FASB Statement No. 109 ( FAS 109 ). FIN 48 clarifies the application of FAS 109 by prescribing the recognition threshold that an individual tax position must meet for any part of the benefit of that position to be recognized in the financial statements. Additionally, FIN 48 provides guidance on the measurement, derecognition, classification and disclosure of tax positions, along with accounting for the related interest and penalties. The issuance of FASB Staff Position No. FIN 48-1, Definition of Settlement in FASB Interpretation No. 48, in May 2007 amends FIN 48 to provide guidance on how an enterprise should determine whether a tax position is effectively settled for the purposes of recognizing previously unrecognized tax benefits.

FIN 48 provides that the cumulative effect of applying the provisions is reported as an adjustment to opening retained earnings in the period of adoption. We adopted the provisions of FIN 48 as of January 1, 2007, and in so doing, we analyzed our filing positions in all of the federal and state jurisdictions where we are required to file income tax returns, as well as all open tax years in these jurisdictions. The cumulative effect of applying this interpretation did not result in any adjustment to our retained earnings as of January 1, 2007.

Consistent with our historical financial reporting, to the extent we generate or incur interest income, interest expense or penalties related to unrecognized income tax benefits, such items are recorded in Other income or expense in our consolidated statement of operations. We did not generate or incur any income tax related interest income, interest expense or penalties related to FIN 48 for the three and nine month periods ended September 30, 2008 or 2007.

As of January 1, 2007, the adoption date, we had an unrecognized tax benefit of \$6.2 million. The net impact of recording this liability was a reclass between deferred income tax liabilities and deferred income tax assets, resulting in no adjustment to retained earnings. If recognized, there would be no impact to our effective income tax rate. There was no change in the unrecognized tax benefit during the 2007 fiscal year ended December 31, 2007 or during the three and nine month periods ended September 30, 2008. At this time, we do not expect to recognize significant increases or decreases in unrecognized tax benefits during the next twelve months related to FIN 48.

Our U.S. federal tax returns for 2005 and subsequent years remain open to potential examination by tax authorities. The Company is currently under a limited scope examination by the Internal Revenue Service (the IRS ) for the Company's 2006 Federal Tax Return. We currently do not expect any material adjustments as a result of the IRS examination. We are also open to potential examination in various state jurisdictions for 2003 and subsequent years.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements ( FAS 157 ). FAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. FAS 157 does not require any new fair value measurements, but provides guidance on how to measure fair value by providing a fair value hierarchy used to classify the source of the information. In February 2008, the FASB issued FASB Staff Position FAS 157-2

Effective Date of FASB Statement No.157 ( FSP 157-2 ). FSP 157-2 delays the effective date of FAS 157 by one year for certain non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). All valuation adjustments pursuant to FAS 157 are to be recognized as cumulative-effect adjustments to the opening balance of retained earnings for the fiscal year in which FAS 157 is initially applied. We adopted the provisions of FAS 157 as of January 1, 2008, except as it applies

to those nonfinancial assets and nonfinancial liabilities for which the effective date has been delayed by one year. The adoption of FAS 157 did not have a material effect on our financial position or results of operations. We are currently evaluating the impact that FAS 157 may have on our future consolidated financial statements related to non-financial assets and liabilities.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities including an amendment of FASB Statement No. 115 ( FAS 159 ). FAS 159 provides an entity the option to report selected financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**

reported in earnings at each subsequent reporting date. The fair value option: (i) may be applied instrument by instrument, with a few exceptions, such as investments accounted for by the equity method; (ii) is irrevocable (unless a new election date occurs); and (iii) is applied only to entire instruments and not to portions of instruments. On January 1, 2008, we adopted the provisions of FAS 159. We did not elect to measure any financial instruments or any other items at fair value as permitted by FAS 159 and consequently, the adoption of FAS 159 did not have a material effect on our financial position or results of operations.

*Recently Issued Accounting Pronouncements*

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141 (revised 2007), Business Combinations ( FAS 141R ), which replaces Statement of Financial Accounting Standards No. 141 ( FAS 141 ). This Statement retains the fundamental requirements in FAS 141 that the acquisition method of accounting (which FAS 141 called the purchase method) be used for all business combinations. FAS 141R also establishes principles and requirements for how the acquirer: (i) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree; (ii) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and (iii) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. FAS 141R is effective as of the beginning of an entity's fiscal year that begins after December 15, 2008. We are currently evaluating the impact FAS 141R will have upon adoption on our accounting for acquisitions. However, previously any changes in valuation allowances, as a result of income from acquisitions, for certain deferred tax assets would serve to reduce goodwill whereas under the new standard any changes in the valuation allowance related to income from acquisitions currently or in prior periods will serve to reduce income taxes in the period in which the reserve is reversed. Additionally, under FAS 141R, transaction related expenses, which were previously capitalized as direct costs of the acquisition, will be expensed as incurred as transaction costs are not considered an element of the fair value of the company acquired under the new guidance. Depending upon the size, nature and complexity of a future acquisition transaction, such transaction costs could be material to our results of operations under FAS 141R.

In April 2008, the FASB issued FASB Staff Position 142-3, Determination of the Useful Life of Intangible Assets ( FSP 142-3 ). FSP 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FASB Statement No. 142, Goodwill and Other Intangible Assets ( FAS 142 ). The intent of FSP 142-3 is to improve the consistency between the useful life of a recognized intangible assets under FAS 142 and the period of expected cash flows used to measure the fair value of the asset under FAS 141R and other U.S. generally accepted accounting principles. FSP 142-3 is effective for our interim and annual financial statements beginning in fiscal 2009 and early adoption is prohibited. We do not expect the adoption of FSP 142-3 will have a material impact on our financial statements.

In May 2008, the FASB issued Statement of Financial Accounting Standards No. 162, The Hierarchy of Generally Accepted Accounting Principles ( FAS 162 ). FAS 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with accounting principles generally accepted in the United States of America. FAS 162 will be effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles. We do not expect the adoption of FAS 162 to have a material impact on our financial statements.

**(3) Acquisitions**

We completed, effective as of September 1, 2007, and funded on September 4, 2007, the acquisition of all of the outstanding capital stock of J.W. Burrell, Incorporated ( Burrell ) for an estimated total consideration of approximately \$149.6 million, consisting of cash paid of \$108.3 million, liabilities assumed of \$38.9 million and transaction costs of approximately \$2.4 million. The Burrell purchase price was funded from available cash on hand and borrowings under our senior secured credit facility. Prior to the acquisition, Burrell was a privately-held company operating



primarily as a distributor in the construction and industrial equipment markets out of 12 locations in four states in the Mid-Atlantic region of the United States. We had no material relationship with Burress prior to the acquisition. The name of Burress was changed to H&E Equipment Services (Mid-Atlantic), Inc., effective September 4, 2007. This acquisition marks our initial entry into three of the four Mid-Atlantic states that Burress operates in and is consistent with our business strategy.

The Burress acquisition has been accounted for using the purchase method of accounting. The aggregate purchase price has been allocated to the assets acquired and liabilities assumed based on an estimate of their fair values. The excess of the purchase price over the fair value of the net identifiable tangible and intangible assets acquired has been allocated to goodwill. Goodwill generated from

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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the acquisition was recognized given the expected contribution of Burress to our overall corporate strategy. We expect that all of the \$28.3 million of the recorded goodwill acquired, together with the value of certain other intangible assets, will be amortized over a 15-year period for tax purposes and ratably tax deductible over that period.

The purchase price of Burress, among other things, was based on a multiple of historical adjusted EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization). Among the items specifically excluded from the purchase price calculation was EBITDA derived from Burress' distribution relationship with Hitachi. Upon the consummation of the acquisition, the Burress shareholders received notification from John Deere Construction & Forestry Company ( John Deere ), Hitachi's North American representative, of termination of the Hitachi dealer agreement (the Termination Letter ). Pursuant to the Termination Letter, all Hitachi related manufacturer flooring plans payable totaling approximately \$9.2 million became due. The possibility that the Hitachi relationship would be terminated was anticipated by the Company and Burress at the time the parties entered into the acquisition agreement and the amount of the outstanding Hitachi manufacturer flooring plans payable was included in the calculation of the purchase price. We paid the approximate \$9.2 million of payables during September 2007 with funds available under our senior secured credit facility. Additionally, certain Hitachi rental fleet, new equipment inventory and parts inventory were to be returned to John Deere or other designated Hitachi dealerships pursuant to the terms of the Termination Letter. We have returned all such Hitachi rental fleet, new equipment inventory and parts inventory to John Deere pursuant to the termination notification and all related credits have been issued by John Deere. Upon our return of the aforementioned equipment to John Deere, approximately \$3.2 million of manufacturer flooring plans payable associated with that equipment was canceled and credits were issued for the returned equipment.

Pursuant to the terms of the acquisition agreement, the Burress shareholders would have been entitled to receive additional consideration of approximately \$15.1 million payable over three years if the consent of Hitachi, meeting the requirements of the acquisition agreement, had been obtained on or before December 29, 2007. However, the consent of Hitachi was not obtained on or before that date; accordingly, the Burress shareholders will not be entitled to any additional consideration related to the previous distribution relationship with Hitachi.

In connection with the Burress acquisition, we entered into a Second Amended and Restated Credit Agreement on September 1, 2007, by and among the Company, Great Northern Equipment, Inc., GNE Investments, Inc., H&E Finance Corp., H&E Equipment Services (California), LLC, H&E California Holdings, Inc., J.W. Burress, Incorporated, General Electric Capital Corporation, as Agent, and the Lenders (as defined therein) amending and restating our Amended and Restated Credit Agreement, dated as of August 4, 2006, and pursuant to which, among other things, (i) the principal amount of availability of the credit facility was increased from \$250.0 million to \$320.0 million, (ii) an incremental facility, at Agent's and Company's mutual agreement, in an aggregate amount of up to \$130.0 million at any time after the closing of the amendment, subject to existing and/or new lender approval, was added, and (iii) Burress was added as a guarantor. We paid \$0.4 million to the lenders and also incurred approximately \$0.1 million in other transaction costs in connection with the transaction.

The following table summarizes the final purchase price allocation of the Burress acquisition based on estimated fair values of the Burress assets acquired and liabilities assumed on September 1, 2007 (amounts in thousands):

Receivables	\$ 15,833
Inventories	23,740
Rental equipment	62,354
Property and equipment	7,277
Prepaid expenses and other assets	382
Intangible assets (a)	11,688
Goodwill	28,300
Accounts payable	(8,758)
Manufacturer flooring plans payable	(19,787)

Accrued expenses payable and other liabilities	(5,693)
Capital leases (b)	(4,698)
Net assets acquired (c)	\$ 110,638

(a) Amount represents certain intangible assets acquired relating to the Burress acquisition. See note 4 to the condensed consolidated financial statements for further details regarding these intangible assets.

(b) Represents the present value of our obligations under various capital leases assumed on the date of acquisition. Subsequent to the acquisition date and during our third quarter ended September 30, 2007, we paid approximately \$3.2 million to purchase

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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all vehicles previously held under capital leases. The accompanying condensed consolidated balance sheets reflect the incremental cost basis of the vehicles, net of accumulated depreciation, from the lease buyouts in property and equipment and appropriately reflect no obligation under those vehicle leases. Additionally, Burress previously leased four branch facility locations under capital leases. On August 31, 2007, three of those capital leases related to Burress branch facility locations were amended and these amendments resulted in a lease classification change, pursuant to Statement on

Financial  
Accounting  
Standard  
No. 13,

Accounting for  
Leases, from  
capital leases to  
operating leases  
as of  
September 1,  
2007, the  
acquisition date.  
Therefore, the  
accompanying  
condensed  
consolidated  
balance sheet as  
of  
September 30,  
2008 reflects the  
one remaining  
capital lease  
obligation on a  
Burress branch  
facility for  
approximately  
\$2.3 million.

- (c) The net assets  
acquired of  
\$110.6 million  
in the above  
final purchase  
price allocation  
represents an  
increase of  
approximately  
\$5.1 million  
from the net  
assets acquired  
of \$105.5  
million as  
previously  
disclosed in our  
Quarterly  
Report on Form  
10-Q for the  
three months  
ended June 30,  
2008. The  
\$5.1 million

third quarter increase in the net assets acquired represents, as previously disclosed, the amount due the Burress shareholders as of June 30, 2008, which was paid during the three month period ended September 30, 2008, related to Hitachi equipment and parts inventories returned by the Company to John Deere or their designated Hitachi dealerships as discussed above. These amounts were previously withheld from the seller's proceeds on the acquisition date pending acceptance from John Deere for the returned equipment and parts and agreement by the Company and the Burress shareholders of the amounts owed.

**(4) Goodwill and Intangible Assets**

*Goodwill*

The change in the carrying amount of goodwill for each of our reporting units for the nine months ended September 30, 2008 is as follows (amounts in thousands):

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Reporting Unit	Balance at December 31, 2007	Additions	Balance at September 30, 2008
Equipment Rentals Component 1	\$ 8,972	\$	\$ 8,972
Equipment Rentals Component 2	19,213	1,214	20,427
New Equipment Sales	7,828	939	8,767
Used Equipment Sales	6,113	599	6,712
Parts Sales	6,125	755	6,880
Service Revenues	6,480	635	7,115
<b>Totals</b>	<b>\$ 54,731</b>	<b>\$ 4,142</b>	<b>\$ 58,873</b>

The additions above are a result of adjustments to the Burress purchase price allocation related to the Burress acquisition since December 31, 2007 (see note 3 to the condensed consolidated financial statements for further information regarding the Burress acquisition and related purchase price allocation).

We review the valuation of goodwill in accordance with Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets ( FAS 142 ). Under the provisions of FAS 142, goodwill is required to be tested for impairment annually in lieu of being amortized. Our annual goodwill impairment testing date is October 1. Goodwill is required to be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. As more fully discussed in note 4 to our Form 10-Q for the three months ended June 30, 2008, we performed an interim goodwill impairment test as of June 30, 2008, which resulted in no impairment charge for any of our six reporting units.

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**

*Intangible Assets*

The gross carrying value and accumulated amortization of the major classes of intangible assets are as follows (amounts in thousands):

	Gross Carrying Amount	Weighted- Average Amortization Period (in Years)	Balances at September 30, 2008	
			Accumulated Amortization	Net Carrying Amount
Trade name	\$ 1,370	1.0	\$ 1,370	\$
Non-compete agreements	788	4.0	213	575
Customer relationships	9,530	6.0	1,571	7,959
<b>Total</b>	<b>\$ 11,688</b>	<b>5.3</b>	<b>\$ 3,154</b>	<b>\$ 8,534</b>

Amortization expense for the trade name intangible asset and the non-compete agreements is computed over the estimated useful life of the intangible assets acquired on a straight-line basis. Amortization expense for the customer relationships intangible asset is computed over the estimated useful life of the asset acquired based on the relative annual contribution to estimated Adjusted Earnings Before Interest, Taxes and Amortization. Amortization expense on the above intangible assets for the three and nine month periods ended September 30, 2008 was approximately \$0.6 million and \$2.1 million, respectively, compared to \$0.3 million for the same periods last year. Last year's expense includes one month of amortization from the acquisition date, September 1, 2007.

**(5) Stockholders' Equity**

The following table summarizes the activity in Stockholders' Equity for the nine month period ended September 30, 2008 (amounts in thousands, except share data):

	Common Stock		Additional Paid-in Capital	Treasury Stock	Retained Earnings	Total Stockholders Equity
	Shares Issued	Amount				
Balances at December 31, 2007	38,192,094	\$ 382	\$ 205,937	\$ (13,431)	\$ 95,190	\$ 288,078
Stock-based compensation			1,043			1,043
Income tax deficiency from stock-based compensation			(44)			(44)
Surrender of 13,436 shares <sup>(1)</sup>				(215)		(215)
Repurchases of 2,843,794 shares of common stock <sup>(2)</sup>				(42,362)		(42,362)
Issuance of common stock <sup>(3)</sup>	96,295	1				1



Net income					43,931	43,931
Balances at September 30, 2008	38,288,389	\$ 383	\$ 206,936	\$ (56,008)	\$ 139,121	\$ 290,432

(1) On February 22, 2008, 40,650 shares of non-vested stock that were issued in 2006 subsequently vested pursuant to the terms of the respective grant agreements. In accordance with the provisions of our 2006 Stock-Based Incentive Compensation Plan, holders of those vested shares returned 13,436 shares of common stock to the Company as payment for their respective employee withholding taxes. This resulted in the recognition of Treasury Stock for those 13,436 shares.

(2) On November 8, 2007, the Company announced that our Board of Directors authorized a stock repurchase program, under which the

Company may purchase, from time to time, in open market transactions at prevailing prices or through privately negotiated transactions as conditions permit, up to \$100 million of the Company's outstanding common stock. See also note 7 to the condensed consolidated financial statements for further information on our stock repurchase program.

- (3) See also note 6 to the condensed consolidated financial statements regarding 2008 stock award grants.

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**

**(6) Stock-Based Compensation**

We account for our stock-based compensation plan using the fair value recognition provisions of Statement of Financial Accounting Standard No. 123 (revised) ( FAS 123(R) ) Share-Based Payment. Under the provisions of FAS 123(R), stock-based compensation is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the requisite employee service period (generally the vesting period of the grant). Shares available for future stock-based payment awards under our Stock Incentive Plan were 4,328,363 shares as of September 30, 2008.

*Non-vested Stock*

The following table summarizes our non-vested stock activity for the nine months ended September 30, 2008:

	<b>Number of Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
Non-vested stock at December 31, 2007	81,300	\$ 24.60
Granted	96,295	\$ 12.02
Vested	(40,650)	\$ 24.60
Forfeited		
Non-vested stock at September 30, 2008	136,945	\$ 15.75

As shown above, we issued non-vested stock grants for 96,295 shares on June 30, 2008. Compensation expense was determined based on the \$12.02 market price of our common stock at the date of grant applied to the total number of shares that were anticipated to fully vest. As of September 30, 2008, we have unrecognized compensation expense of approximately \$1.4 million related to non-vested stock. The following table summarizes compensation expense included in selling, general and administrative expenses in the accompanying condensed consolidated statements of income for the three and nine month periods ended September 30, 2008 and 2007 (amounts in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2008	2007	2008	2007
Compensation expense	\$ 344	\$ 250	\$ 845	\$ 750

*Stock Options*

At September 30, 2008, there was \$0.1 million of unrecognized compensation expense related to stock option awards that are expected to be recognized over a weighted-average period of 0.8 years. The following table summarizes compensation expense included in selling, general and administrative expenses in the accompanying condensed consolidated statements of income for the three and nine month periods ended September 30, 2008 and 2007 (amounts in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2008	2007	2008	2007
Compensation expense	\$ 68	\$ 67	\$ 198	\$ 188

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**

The following table represents stock option activity for the nine months ended September 30, 2008:

	<b>Number of Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Contractual Life in Years</b>
Outstanding options at December 31, 2007	51,000	\$24.80	8.3
Granted			
Exercised			
Canceled, forfeited or expired			
Outstanding options at September 30, 2008	51,000	\$24.80	7.6
Options exercisable at September 30, 2008	32,000	\$24.70	7.5

The closing price of our common stock on September 30, 2008 was \$9.66. All options outstanding at September 30, 2008 have grant date fair values which exceed the September 30, 2008 closing stock price.

The following table summarizes non-vested stock option activity for the nine months ended September 30, 2008:

	<b>Number of Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
Non-vested stock options at December 31, 2007	36,000	\$24.88
Granted		
Vested	(17,000)	\$24.80
Forfeited		
Non-vested stock options at September 30, 2008	19,000	\$24.95

**(7) Purchases of Company Common Stock**

On November 8, 2007, our Board of Directors authorized a stock repurchase program, under which the Company may purchase, from time to time, in open market transactions at prevailing prices or through privately negotiated transactions as conditions permit, up to \$100 million of the Company's outstanding common stock through December 31, 2008, unless extended or shortened by the Board of Directors. The Company's management determines the timing and amount of stock repurchase based on market conditions and other factors. Repurchases of our common stock are funded with working capital and/or available borrowings under our existing senior secured credit facility. On November 7, 2007, we amended the Second Amended and Restated Credit Agreement to permit the stock repurchase program, subject to certain restrictions.

During the nine month period ended September 30, 2008, we repurchased 2,843,794 shares of our common stock totaling approximately \$42.4 million (including trade commissions of approximately \$0.1 million) under the stock repurchase program. Purchases of our common stock are accounted for as treasury stock in the accompanying condensed consolidated balance sheets using the cost method. Repurchased stock is included in authorized shares, but is not included in shares outstanding.

**(8) Earnings per Share**

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Earnings per share of common stock for the three and nine month periods ended September 30, 2008 and 2007 are based on the weighted average number of shares of common stock outstanding during the respective periods. The following table sets forth the computation of basic and diluted net income per common share for the three and nine month periods ended September 30, 2008 and 2007 (amounts in thousands, except per share amounts):

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**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
Basic net income per share:				
Net income	\$ 17,604	\$ 20,194	\$ 43,931	\$ 47,554
Weighted average number of shares of common stock outstanding	35,075	38,095	35,912	38,090
Net income per share of common stock basic	\$ 0.50	\$ 0.53	\$ 1.22	\$ 1.25
Diluted net income per share:				
Net income	\$ 17,604	\$ 20,194	\$ 43,931	\$ 47,554
Weighted average number of shares of common stock outstanding	35,075	38,095	35,912	38,090
Effect of dilutive securities:				
Effect of dilutive stock options				
Effect of dilutive non-vested stock	15		6	
Weighted average number of shares of common stock outstanding diluted	35,090	38,095	35,918	38,090
Net income per share of common stock diluted	\$ 0.50	\$ 0.53	\$ 1.22	\$ 1.25
Common shares excluded from the denominator as anti-dilutive:				
Stock options	51	132	51	132
Non-vested restricted stock	96		32	41

**(9) Senior Secured Credit Facility**

In accordance with our Second Amended and Restated Credit Agreement, as amended, or the senior secured credit facility, we may borrow up to \$320.0 million depending upon the availability of borrowing base collateral consisting of eligible trade receivables, inventories, property and equipment, and other assets. Additionally, upon the appropriate lender approval, the Company has access to an incremental facility in an aggregate amount of up to \$130.0 million during the term of the senior secured credit facility, which matures August 4, 2011. If at any time an event of default exists, the interest rate on the senior secured credit facility will increase by 2.0% per annum. We are also required to pay a commitment fee equal to 0.25% per annum in respect of undrawn commitments.

At September 30, 2008, the interest rate on the senior secured credit facility was LIBOR plus 125 basis points, or 4.31%. The senior secured credit facility is senior to all other outstanding debt, secured by substantially all the assets of the Company and is guaranteed by the Company's domestic subsidiaries (see note 11 to the condensed consolidated financial statements). The balance outstanding on the senior secured credit facility as of September 30, 2008 was approximately \$106.3 million. Additional borrowings available under the terms of the senior secured credit facility as of September 30, 2008, net of \$7.0 million of standby letters of credit outstanding, totaled \$206.7 million. The average interest rate on our outstanding net borrowings during the nine month period ended September 30, 2008 was approximately 4.90%. As of September 30, 2008, we were in compliance with our financial covenant under the senior

secured credit facility. As of November 4, 2008, we had \$207.4 million of available borrowings under our senior secured credit facility, net of \$7.0 million of outstanding letters of credit.

**(10) Segment Information**

We have identified five reportable segments: equipment rentals, new equipment sales, used equipment sales, parts sales and service revenues. These segments are based upon how management of the Company allocates resources and assesses performance. Non-segmented revenues and non-segmented costs relate to equipment support activities including transportation, hauling, parts freight and damage-waiver charges and are not allocated to the other reportable segments. There were no sales between segments for any of the periods presented. Selling, general and administrative expenses as well as all other income and expense items below gross profit are not generally allocated to reportable segments.

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**

We do not compile discrete financial information by segments other than the information presented below. The following tables present information about our reportable segments (amounts in thousands):

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
<b>Revenues:</b>				
Equipment rentals	\$ 78,181	\$ 75,598	\$ 224,626	\$ 208,371
New equipment sales	97,797	94,675	274,135	240,910
Used equipment sales	39,873	44,503	128,436	110,190
Parts sales	30,951	26,716	89,112	73,803
Services revenues	18,333	16,877	52,651	46,599
<b>Total segmented revenues</b>	<b>265,135</b>	<b>258,369</b>	<b>768,960</b>	<b>679,873</b>
Non-segmented revenues	13,512	12,218	38,097	33,595
<b>Total revenues</b>	<b>\$ 278,647</b>	<b>\$ 270,587</b>	<b>\$ 807,057</b>	<b>\$ 713,468</b>
<b>Gross Profit:</b>				
Equipment rentals	\$ 39,305	\$ 39,957	\$ 109,328	\$ 106,437
New equipment sales	13,058	13,152	36,686	32,035
Used equipment sales	9,295	10,773	30,476	27,586
Parts sales	9,142	7,821	26,297	21,579
Services revenues	11,741	10,746	33,635	29,700
<b>Total segmented gross profit</b>	<b>82,541</b>	<b>82,449</b>	<b>236,422</b>	<b>217,337</b>
Non-segmented gross profit (loss)	(44)	1,450	(638)	3,483
<b>Total gross profit</b>	<b>\$ 82,497</b>	<b>\$ 83,899</b>	<b>\$ 235,784</b>	<b>\$ 220,820</b>

	<b>Balances at</b>	
	<b>September 30, 2008</b>	<b>December 31, 2007</b>
<b>Segment identified assets:</b>		
Equipment sales	\$ 95,766	\$ 117,920
Equipment rentals	582,347	577,628
Parts and services	24,433	25,869
<b>Total segment identified assets</b>	<b>702,546</b>	<b>721,417</b>
Non-segment identified assets	294,013	291,436
<b>Total assets</b>	<b>\$ 996,559</b>	<b>\$ 1,012,853</b>



The Company operates primarily in the United States and our sales to international customers for the three and nine month periods ended September 30, 2008 were 4.9% and 4.3%, respectively, of total revenues compared to 1.7% and 1.2% for the three and nine month periods ended September 30, 2007. No one customer accounted for more than 10% of our revenues on an overall or segment basis for any of the periods presented.

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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**(11) Condensed Consolidating Financial Information of Guarantor Subsidiaries**

All of the indebtedness of H&E Equipment Services, Inc. is guaranteed by GNE Investments, Inc. and its wholly-owned subsidiary Great Northern Equipment, Inc., H&E Equipment Services (California), LLC, H&E California Holdings, Inc. and H&E Equipment Services (Mid-Atlantic), Inc. The guarantor subsidiaries are all wholly-owned and the guarantees, made on a joint and several basis, are full and unconditional (subject to subordination provisions and subject to a standard limitation which provides that the maximum amount guaranteed by each guarantor will not exceed the maximum amount that can be guaranteed without making the guarantee void under fraudulent conveyance laws). There are no restrictions on H&E Equipment Services, Inc.'s ability to obtain funds from the guarantor subsidiaries by dividend or loan.

The condensed consolidating financial statements of H&E Equipment Services, Inc. and its subsidiaries are included below. The financial statements for H&E Finance Corp., the subsidiary co-issuer, are not included within the consolidating financial statements because H&E Finance Corp. has no assets or operations. The financial statements of H&E Equipment Services (Mid-Atlantic), Inc., are included from the date of our acquisition of Burrell on September 1, 2007. The condensed consolidating balance sheet amounts as of December 31, 2007 included herein were derived from our annual audited consolidated financial statements and related notes in our Annual Report on Form 10-K for the year ended December 31, 2007.

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**  
**CONDENSED CONSOLIDATING BALANCE SHEET**

	As of September 30, 2008			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
<b>Assets:</b>				
Cash	\$ 13,124	\$ 83	\$	\$ 13,207
Receivables, net	117,825	25,198		143,023
Inventories, net	85,673	34,526		120,199
Prepaid expenses and other assets	9,935	141		10,076
Rental equipment, net	480,115	102,232		582,347
Property and equipment, net	40,078	12,935		53,013
Deferred financing costs, net	7,287			7,287
Intangible assets, net		8,534		8,534
Investment in guarantor subsidiaries	9,334		(9,334)	
Goodwill	8,571	50,302		58,873
Total assets	\$ 771,942	\$ 233,951	\$ (9,334)	\$ 996,559
<b>Liabilities and Stockholders Equity:</b>				
Amount due on senior secured credit facility	\$ 106,302	\$	\$	\$ 106,302
Accounts payable	83,995	(788)		83,207
Manufacturer flooring plans payable	141,341			141,341
Accrued expenses payable and other liabilities	42,285	1,326		43,611
Intercompany balances	(221,023)	221,023		
Related party obligation	215			215
Notes payable	1,238	728		1,966
Senior unsecured notes	250,000			250,000
Capital lease payable		2,328		2,328
Deferred income taxes	75,165			75,165
Deferred compensation payable	1,992			1,992
Total liabilities	481,510	224,617		706,127
Stockholders equity	290,432	9,334	(9,334)	290,432
Total liabilities and stockholders equity	\$ 771,942	\$ 233,951	\$ (9,334)	\$ 996,559

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**  
**CONDENSED CONSOLIDATING BALANCE SHEET**

	As of December 31, 2007			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
<b>Assets:</b>				
Cash	\$ 12,005	\$ 2,757	\$	\$ 14,762
Receivables, net	131,085	20,063		151,148
Inventories, net	118,912	24,877		143,789
Prepaid expenses and other assets	5,528	583		6,111
Rental equipment, net	453,465	124,163		577,628
Property and equipment, net	31,557	13,857		45,414
Deferred financing costs, net	8,628			8,628
Intangible assets, net	10,642			10,642
Investment in guarantor subsidiaries	14,026		(14,026)	
Goodwill	8,571	46,160		54,731
Total assets	\$ 794,419	\$ 232,460	\$ (14,026)	\$ 1,012,853
<b>Liabilities and Stockholders Equity:</b>				
Amount due on senior secured credit facility	\$ 130,205	\$ (9,652)	\$	\$ 120,553
Accounts payable	83,677	1,218		84,895
Manufacturer flooring plans payable	156,937	6,002		162,939
Accrued expenses payable and other liabilities	45,603	3,354		48,957
Intercompany balances	(214,364)	214,364		
Related party obligation	413			413
Notes payable	1,250	737		1,987
Senior unsecured notes	250,000			250,000
Capital lease payable		2,411		2,411
Deferred income taxes	50,681			50,681
Deferred compensation payable	1,939			1,939
Total liabilities	506,341	218,434		724,775
Stockholders equity	288,078	14,026	(14,026)	288,078
Total liabilities and stockholders equity	\$ 794,419	\$ 232,460	\$ (14,026)	\$ 1,012,853

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS**

**Three Months Ended September 30, 2008**

	<b>H&amp;E Equipment Services</b>	<b>Guarantor Subsidiaries</b>	<b>Elimination</b>	<b>Consolidated</b>
	<b>(Amounts in thousands)</b>			
<b>Revenues:</b>				
Equipment rentals	\$ 65,090	\$ 13,091	\$	\$ 78,181
New equipment sales	75,500	22,297		97,797
Used equipment sales	30,953	8,920		39,873
Parts sales	25,426	5,525		30,951
Services revenues	15,707	2,626		18,333
Other	11,310	2,202		13,512
<b>Total revenues</b>	<b>223,986</b>	<b>54,661</b>		<b>278,647</b>
<b>Cost of revenues:</b>				
Rental depreciation	21,496	4,866		26,362
Rental expense	10,228	2,286		12,514
New equipment sales	65,335	19,404		84,739
Used equipment sales	22,989	7,589		30,578
Parts sales	17,812	3,997		21,809
Services revenues	5,701	891		6,592
Other	10,737	2,819		13,556
<b>Total cost of revenues</b>	<b>154,298</b>	<b>41,852</b>		<b>196,150</b>
<b>Gross profit (loss):</b>				
Equipment rentals	33,366	5,939		39,305
New equipment sales	10,165	2,893		13,058
Used equipment sales	7,964	1,331		9,295
Parts sales	7,614	1,528		9,142
Services revenues	10,006	1,735		11,741
Other	573	(617)		(44)
<b>Gross profit</b>	<b>69,688</b>	<b>12,809</b>		<b>82,497</b>
Selling, general and administrative expenses	35,291	10,265		45,556
Equity in loss of guarantor subsidiaries	(512)		512	
Gain on sales of property and equipment, net	182	37		219
<b>Income from operations</b>	<b>34,067</b>	<b>2,581</b>	<b>512</b>	<b>37,160</b>
<b>Other income (expense):</b>				
Interest expense	(6,365)	(3,130)		(9,495)

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Other, net	213	37		250
Total other expense, net	(6,152)	(3,093)		(9,245)
Income (loss) before provision for income taxes	27,915	(512)	512	27,915
Provision for income taxes	10,311			10,311
Net income (loss)	\$ 17,604	\$ (512)	\$ 512	\$ 17,604

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**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS**

**Three Months Ended September 30, 2007**

	<b>H&amp;E Equipment Services</b>	<b>Guarantor Subsidiaries</b>	<b>Elimination</b>	<b>Consolidated</b>
	<b>(Amounts in thousands)</b>			
Revenues:				
Equipment rentals	\$ 62,806	\$ 12,792	\$	\$ 75,598
New equipment sales	89,198	5,477		94,675
Used equipment sales	39,565	4,938		44,503
Parts sales	23,741	2,975		26,716
Services revenues	15,207	1,670		16,877
Other	10,616	1,602		12,218
<b>Total revenues</b>	<b>241,133</b>	<b>29,454</b>		<b>270,587</b>
Cost of revenues:				
Rental depreciation	20,536	3,932		24,468
Rental expense	9,473	1,700		11,173
New equipment sales	76,760	4,763		81,523
Used equipment sales	29,825	3,905		33,730
Parts sales	16,917	1,978		18,895
Services revenues	5,387	744		6,131
Other	9,110	1,658		10,768
<b>Total cost of revenues</b>	<b>168,008</b>	<b>18,680</b>		<b>186,688</b>
Gross profit (loss):				
Equipment rentals	32,797	7,160		39,957
New equipment sales	12,438	714		13,152
Used equipment sales	9,740	1,033		10,773
Parts sales	6,824	997		7,821
Services revenues	9,820	926		10,746
Other	1,506	(56)		1,450
<b>Gross profit</b>	<b>73,125</b>	<b>10,774</b>		<b>83,899</b>
Selling, general and administrative expenses	33,065	8,544		41,609
Equity in loss of guarantor subsidiaries	(155)		155	
Gain (loss) on sales of property and equipment, net	131	(34)		97
<b>Income from operations</b>	<b>40,036</b>	<b>2,196</b>	<b>155</b>	<b>42,387</b>
Other income (expense):				

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Interest expense	(6,632)	(2,375)		(9,007)
Loss on early extinguishment of debt	(325)			(325)
Other, net	269	24		293
Total other expense, net	(6,688)	(2,351)		(9,039)
Income (loss) before provision for income taxes	33,348	(155)	155	33,348
Provision for income taxes	13,154			13,154
Net income (loss)	\$ 20,194	\$ (155)	\$ 155	\$ 20,194

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**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS**

Nine Months Ended September 30, 2008

	<b>H&amp;E Equipment Services</b>	<b>Guarantor Subsidiaries</b>	<b>Elimination</b>	<b>Consolidated</b>
	<b>(Amounts in thousands)</b>			
Revenues:				
Equipment rentals	\$ 191,246	\$ 33,380	\$	\$ 224,626
New equipment sales	216,000	58,135		274,135
Used equipment sales	99,730	28,706		128,436
Parts sales	72,456	16,656		89,112
Services revenues	45,172	7,479		52,651
Other	32,135	5,962		38,097
<b>Total revenues</b>	<b>656,739</b>	<b>150,318</b>		<b>807,057</b>
Cost of revenues:				
Rental depreciation	64,520	14,318		78,838
Rental expense	30,249	6,211		36,460
New equipment sales	186,967	50,482		237,449
Used equipment sales	73,092	24,868		97,960
Parts sales	50,934	11,881		62,815
Services revenues	16,386	2,630		19,016
Other	31,120	7,615		38,735
<b>Total cost of revenues</b>	<b>453,268</b>	<b>118,005</b>		<b>571,273</b>
Gross profit (loss):				
Equipment rentals	96,477	12,851		109,328
New equipment sales	29,033	7,653		36,686
Used equipment sales	26,638	3,838		30,476
Parts sales	21,522	4,775		26,297
Services revenues	28,786	4,849		33,635
Other	1,015	(1,653)		(638)
<b>Gross profit</b>	<b>203,471</b>	<b>32,313</b>		<b>235,784</b>
Selling, general and administrative expenses	110,593	27,504		138,097
Equity in loss of guarantor subsidiaries	(4,692)		4,692	
Gain on sales of property and equipment, net	404	111		515
<b>Income from operations</b>	<b>88,590</b>	<b>4,920</b>	<b>4,692</b>	<b>98,202</b>
Other income (expense):				
Interest expense	(19,492)	(9,701)		(29,193)

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Other, net	642	89		731
Total other expense, net	(18,850)	(9,612)		(28,462)
Income (loss) before provision for income taxes	69,740	(4,692)	4,692	69,740
Provision for income taxes	25,809			25,809
Net income (loss)	\$ 43,931	\$ (4,692)	\$ 4,692	\$ 43,931

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**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**  
**CONDENSED CONSOLIDATING STATEMENT OF INCOME**

Nine Months Ended September 30, 2007

	<b>H&amp;E Equipment Services</b>	<b>Guarantor Subsidiaries</b>	<b>Elimination</b>	<b>Consolidated</b>
	<b>(Amounts in thousands)</b>			
Revenues:				
Equipment rentals	\$ 175,843	\$ 32,528	\$	\$ 208,371
New equipment sales	231,759	9,151		240,910
Used equipment sales	100,014	10,176		110,190
Parts sales	68,772	5,031		73,803
Services revenues	43,314	3,285		46,599
Other	29,455	4,140		33,595
<b>Total revenues</b>	<b>649,157</b>	<b>64,311</b>		<b>713,468</b>
Cost of revenues:				
Rental depreciation	58,222	9,910		68,132
Rental expense	28,405	5,397		33,802
New equipment sales	200,877	7,998		208,875
Used equipment sales	74,819	7,785		82,604
Parts sales	48,836	3,388		52,224
Services revenues	15,725	1,174		16,899
Other	25,367	4,745		30,112
<b>Total cost of revenues</b>	<b>452,251</b>	<b>40,397</b>		<b>492,648</b>
Gross profit (loss):				
Equipment rentals	89,216	17,221		106,437
New equipment sales	30,882	1,153		32,035
Used equipment sales	25,195	2,391		27,586
Parts sales	19,936	1,643		21,579
Services revenues	27,589	2,111		29,700
Other	4,088	(605)		3,483
<b>Gross profit</b>	<b>196,906</b>	<b>23,914</b>		<b>220,820</b>
Selling, general and administrative expenses	99,879	17,245		117,124
Equity in earnings of guarantor subsidiaries	626		(626)	
Gain on sales of property and equipment, net	393	51		444
<b>Income from operations</b>	<b>98,046</b>	<b>6,720</b>	<b>(626)</b>	<b>104,140</b>
Other income (expense):				
Interest expense	(20,466)	(6,131)		(26,597)

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Loss on early extinguishment of debt	(325)			(325)
Other, net	779	37		816
Total other expense, net	(20,012)	(6,094)		(26,106)
Income before provision for income taxes	78,034	626	(626)	78,034
Provision for income taxes	30,480			30,480
Net income	\$ 47,554	\$ 626	\$ (626)	\$ 47,554

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**

**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**

**Nine Months Ended September 30, 2008**

	<b>H&amp;E Equipment Services</b>	<b>Guarantor Subsidiaries</b>	<b>Elimination</b>	<b>Consolidated</b>
	<b>(Amounts in thousands)</b>			
Cash flows from operating activities:				
Net income (loss)	\$ 43,931	\$ (4,692)	\$ 4,692	\$ 43,931
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:				
Depreciation and amortization on property and equipment	6,214	2,115		8,329
Depreciation on rental equipment	64,520	14,318		78,838
Amortization of loan discounts and deferred financing costs	1,093			1,093
Amortization of intangible assets	10,642	(8,534)		2,108
Provision for losses on accounts receivable	1,743			1,743
Provision for inventory obsolescence	39			39
Provision for deferred income taxes	24,484			24,484
Stock-based compensation expense	1,043			1,043
Gain on sales of property and equipment, net	(404)	(111)		(515)
Gain on sales of rental equipment, net	(24,685)	(3,436)		(28,121)
Equity in loss of guarantor subsidiaries	4,692		(4,692)	
Changes in operating assets and liabilities, net of impact of acquisition:				
Receivables, net	11,517	(3,725)		7,792
Inventories, net	20,816	(38,633)		(17,817)
Prepaid expenses and other assets	(4,159)	352		(3,807)
Accounts payable	318	(2,006)		(1,688)
Manufacturer flooring plans payable	(15,596)	(6,002)		(21,598)
Accrued expenses payable and other liabilities	(3,290)	2,982		(308)
Intercompany balances	(6,659)	6,659		
Deferred compensation payable	53			53
Net cash provided by (used in) operating activities	136,312	(40,713)		95,599
Cash flows from investing activities:				
Acquisition of business, net of cash acquired		(10,461)		(10,461)
Purchases of property and equipment	(15,253)	(1,273)		(16,526)
Purchases of rental equipment	(132,960)	19,644		(113,316)
Proceeds from sales of property and equipment	922	191		1,113
Proceeds from sales of rental equipment	78,859	20,378		99,237
	(68,432)	28,479		(39,953)

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Net cash provided by (used in) investing activities

Cash flows from financing activities:

Tax deficiencies from stock-based awards	(44)		(44)
Purchase of treasury stock	(42,577)		(42,577)
Borrowings on senior secured credit facility	810,223		810,223
Payments on senior secured credit facility	(834,126)	9,652	(824,474)
Payments of related party obligation	(225)		(225)
Payments on capital lease obligations		(83)	(83)
Principal payments of notes payable	(12)	(9)	(21)

Net cash provided by (used in) financing activities

(66,761) 9,560 (57,201)

Net increase (decrease) in cash

1,119 (2,674) (1,555)

Cash, beginning of period

12,005 2,757 14,762

Cash, end of period

\$ 13,124 \$ 83 \$ 13,207

**H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
**(Unaudited)**

**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**

Nine Months Ended September 30, 2007

	<b>H&amp;E Equipment Services</b>	<b>Guarantor Subsidiaries</b>	<b>Elimination</b>	<b>Consolidated</b>
	<b>(Amounts in thousands)</b>			
Cash flows from operating activities:				
Net income	\$ 47,554	\$ 626	\$ (626)	\$ 47,554
Adjustments to reconcile net income to net cash provided by (used in) operating activities:				
Depreciation and amortization on property and equipment	5,252	858		6,110
Depreciation on rental equipment	58,222	9,910		68,132
Amortization of loan discounts and deferred financing costs	(34,373)	35,392		1,019
Amortization of intangible assets	270			270
Provision for losses on accounts receivable	1,648	64		1,712
Provision for inventory obsolescence	61			61
Provision for deferred income taxes	28,897			28,897
Stock-based compensation expense	938			938
Loss on early extinguishment of debt	325			325
Gain on sales of property and equipment, net	(193)	(251)		(444)
Gain on sales of rental equipment, net	(23,355)	(2,239)		(25,594)
Equity in earnings of guarantor subsidiaries	(626)		626	
Changes in operating assets and liabilities:				
Receivables, net	(38,769)	6,271		(32,498)
Inventories, net	(25,515)	(28,204)		(53,719)
Prepaid expenses and other assets	(1,787)	(176)		(1,963)
Accounts payable	43,591	(4,907)		38,684
Manufacturer flooring plans payable	(4,788)	(2,529)		(7,317)
Accrued expenses payable and other liabilities	10,038	(4,221)		5,817
Intercompany balances	(92,779)	92,779		
Deferred compensation payable	(1,368)			(1,368)
Net cash provided by (used in) operating activities	(26,757)	103,373		76,616
Cash flows from investing activities:				
Acquisition of business, net of cash acquired		(99,848)		(99,848)
Purchases of property and equipment	(9,330)	(2,995)		(12,325)
Purchases of rental equipment	(128,553)	351		(128,202)
Proceeds from sales of property and equipment	306	345		651
Proceeds from sales of rental equipment	82,444	9,182		91,626
Net cash used in investing activities	(55,133)	(92,965)		(148,098)

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Cash flows from financing activities:

Excess tax benefits from stock-based awards	44		44
Purchases of treasury stock	(432)		(432)
Borrowings on senior secured credit facility	754,616		754,616
Payments on senior secured credit facility	(672,583)	(9,381)	(681,964)
Principal payment of senior secured notes	(4,478)		(4,478)
Principal payment of senior subordinated notes	(278)		(278)
Payments of deferred financing costs	(547)		(547)
Payments of related party obligation	(225)		(225)
Payments on capital lease obligations		(2,280)	(2,280)
Principal payments of notes payable	(353)	(8)	(361)
Net cash provided by (used in) financing activities	75,764	(11,669)	64,095
Net decrease in cash	(6,126)	(1,261)	(7,387)
Cash, beginning of period	9,214	89	9,303
Cash, end of period	\$ 3,088	\$ (1,172)	\$ 1,916



## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

The following discussion summarizes the financial position of H&E Equipment Services, Inc. and its subsidiaries as of September 30, 2008, and its results of operations for the three and nine month periods ended September 30, 2008, and should be read in conjunction with (i) the unaudited condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q and (ii) the audited consolidated financial statements and accompanying notes to our Annual Report on Form 10-K for the year ended December 31, 2007.

### **Overview**

#### **Background**

As one of the largest integrated equipment services companies in the United States focused on heavy construction and industrial equipment, we rent, sell and provide parts and service support for four core categories of specialized equipment: (1) hi-lift or aerial platform equipment; (2) cranes; (3) earthmoving equipment; and (4) industrial lift trucks. By providing equipment rental, sales, on-site parts, repair and maintenance functions under one roof, we are a one-stop provider for our customers' varied equipment needs. This full service approach provides us with multiple points of customer contact, enables us to maintain a high quality rental fleet, as well as an effective distribution channel for fleet disposal and provides cross-selling opportunities among our new and used equipment sales, rental, parts sales and service operations.

As of November 4, 2008, we operated 64 full-service facilities in 21 states throughout the Intermountain, Southwest, Gulf Coast, West Coast, Southeast and Mid-Atlantic regions of the United States. Our work force includes distinct, focused sales forces for our new and used equipment sales and rental operations, highly-skilled service technicians, product specialists and regional managers. We focus our sales and rental activities on, and organize our personnel principally by, our four core equipment categories. We believe this allows us to provide specialized equipment knowledge, improve the effectiveness of our rental and sales force and strengthen our customer relationships. In addition, we have branch managers at each location who are responsible for managing their assets and financial results. We believe this fosters accountability in our business, and strengthens our local and regional relationships.

Through our predecessor companies, we have been in the equipment services business for approximately 47 years. H&E Equipment Services L.L.C. ( H&E LLC ) was formed in June 2002 through the business combination of Head & Engquist, a wholly-owned subsidiary of Gulf Wide, and ICM. Head & Engquist, founded in 1961, and ICM, founded in 1971, were two leading regional, integrated equipment service companies operating in contiguous geographic markets. In a June 2002 transaction, Head & Engquist and ICM were merged with and into Gulf Wide, which was renamed H&E Equipment Services L.L.C. Prior to the combination, Head & Engquist operated 25 facilities in the Gulf Coast region, and ICM operated 16 facilities in the Intermountain region of the United States.

In connection with our initial public offering in February 2006, we converted H&E LLC into H&E Equipment Services, Inc. Prior to our initial public offering, our business was conducted through H&E LLC. In order to have an operating Delaware corporation as the issuer for our initial public offering, H&E Equipment Services, Inc. was formed as a Delaware corporation and wholly-owned subsidiary of H&E Holdings, and immediately prior to the closing of our initial public offering, on February 3, 2006, H&E LLC and H&E Holdings merged with and into us (H&E Equipment Services, Inc.), with us surviving the reincorporation merger as the operating company.

#### *Critical Accounting Policies*

Item 7, included in Part II of our Annual Report on Form 10-K for the year ended December 31, 2007, presents the accounting policies and related estimates that we believe are the most critical to understanding our condensed consolidated financial statements, financial condition, and results of operations and cash flows, and which require complex management judgment and assumptions, or involve uncertainties. These include, among other things, revenue recognition, stock-based compensation, the adequacy of the allowance for doubtful accounts, the propriety of our estimated useful life of rental equipment and property and equipment, the potential impairment of long-lived assets including goodwill and intangible assets, obsolescence reserves on inventory, the allocation of purchase price related to business combinations, reserves for claims, including self-insurance reserves, and deferred income taxes, including the valuation of any related deferred tax assets.

Information regarding our other significant accounting policies is included in note 2 to our consolidated financial statements in Item 8 of Part II of our Annual Report on Form 10-K for the year ended December 31, 2007 and in note 2 to the condensed

consolidated financial statements in this Quarterly Report on Form 10-Q.

***Business Segments***

We have five reportable segments because we derive our revenues from five principal business activities: (1) equipment rentals; (2) new equipment sales; (3) used equipment sales; (4) parts sales; and (5) repair and maintenance services. These segments are based upon how we allocate resources and assess performance. In addition, we also have non-segmented revenues and costs that relate to equipment support activities.

*Equipment Rentals.* Our rental operation primarily rents our four core types of construction and industrial equipment. We have a well-maintained rental fleet and our own dedicated sales force, focused by equipment type. We actively manage the size, quality, age and composition of our rental fleet based on our analysis of key measures such as time utilization (equipment usage based on customer demand), rental rate trends and targets, and equipment demand, which we closely monitor. We maintain fleet quality through regional quality control managers and our parts and services operations.

*New Equipment Sales.* Our new equipment sales operation sells new equipment in all four core product categories. We have a retail sales force focused by equipment type that is separate from our rental sales force. Manufacturer purchase terms and pricing are managed by our product specialists.

*Used Equipment Sales.* Our used equipment sales are generated primarily from sales of used equipment from our rental fleet, as well as from sales of inventoried equipment that we acquire through trade-ins from our equipment customers and through selective purchases of high quality used equipment. Used equipment is sold by our dedicated retail sales force. Our used equipment sales are an effective way for us to manage the size and composition of our rental fleet and provide a profitable distribution channel for the disposal of rental equipment.

*Parts Sales.* Our parts business sells new and used parts for the equipment we sell, and also provides parts to our own rental fleet. To a lesser degree, we also sell parts for equipment produced by manufacturers whose products we neither rent nor sell. In order to provide timely parts and service support to our customers as well as our own rental fleet, we maintain an extensive parts inventory.

*Services.* Our services operation provides maintenance and repair services for our customers' equipment and to our own rental fleet at our facilities as well as at our customers' locations. As the authorized distributor for numerous equipment manufacturers, we are able to provide service to that equipment that will be covered under the manufacturer's warranty.

Our non-segmented revenues and costs relate to equipment support activities that we provide, such as transportation, hauling, parts freight and damage waivers, and are not generally allocated to reportable segments. For additional information about our business segments, see note 10 to the condensed consolidated financial statements in this Quarterly Report on Form 10-Q.

***Revenue Sources***

We generate all of our total revenues from our five business segments and our non-segmented equipment support activities. Equipment rentals and new equipment sales account for more than half of our total revenues. For the nine months ended September 30, 2008, approximately 27.8% of our total revenues were attributable to equipment rentals, 34.0% of our total revenues were attributable to new equipment sales, 15.9% were attributable to used equipment sales, 11.0% were attributable to parts sales, 6.5% were attributable to our services revenues and 4.8% were attributable to non-segmented other revenues.

The equipment that we sell, rent and service is principally used in the construction industry, as well as by companies for commercial and industrial uses such as plant maintenance and turnarounds. As a result, our total revenues are affected by several factors including, but not limited to, the demand for and availability of rental equipment, rental rates and other competitive factors, the demand for new and used equipment, the level of construction and industrial activities, spending levels by our customers, adverse weather conditions and general

economic conditions. For a discussion of the impact of seasonality on our revenues, see *Seasonality* below.

*Equipment Rentals.* Revenues from equipment rentals depend on rental rates. Because rental rates are impacted by competition in specific regions and markets, we continuously monitor and adjust rental rates. Equipment rental revenue is also impacted by the availability of equipment and by time utilization (equipment usage based on customer demand). We generate

reports on, among other things, time utilization, demand pricing (rental rate pricing based on physical utilization), and rental rate trends on a piece-by-piece basis for our rental fleet. We recognize revenues from equipment rentals in the period earned on a straight-line basis, over the contract term, regardless of the timing of billing to customers.

*New Equipment Sales.* We seek to optimize revenues from new equipment sales by selling equipment through a professional in-house retail sales force focused by product type. While sales of new equipment are impacted by the availability of equipment from the manufacturer, we believe our status as a leading distributor for some of our key suppliers improves our ability to obtain equipment. New equipment sales are an important component of our integrated model due to customer interaction and service contact and new equipment sales also lead to future parts and services revenues. We recognize revenue from the sale of new equipment at the time of delivery to, or pick-up by, the customer and when all obligations under the sales contract have been fulfilled and collectibility is reasonably assured.

*Used Equipment Sales.* We generate the majority of our used equipment sales revenues by selling equipment from our rental fleet. The remainder of used equipment sales revenues comes from the sale of inventoried equipment that we acquire through trade-ins from our equipment customers and selective purchases of high-quality used equipment. Our policy is not to offer specified price trade-in arrangements on equipment for sale. Sales of our rental fleet equipment allow us to manage the size, quality, composition and age of our rental fleet, and provide a profitable distribution channel for disposal of rental equipment. We recognize revenue for the sale of used equipment at the time of delivery to, or pick-up by, the customer and when all obligations under the sales contract have been fulfilled and collectibility is reasonably assured.

*Parts Sales.* We generate revenues from the sale of new and used parts for equipment that we rent or sell, as well as for other makes of equipment. Our product support sales representatives are instrumental in generating our parts revenues. They are product specialists and receive performance incentives for achieving certain sales levels. Most of our parts sales come from our extensive in-house parts inventory. Our parts sales provide us with a relatively stable revenue stream that is less sensitive to the economic cycles that affect our rental and equipment sales operations. We recognize revenues from parts sales at the time of delivery to, or pick-up by, the customer and when all obligations under the sales contract have been fulfilled and collectibility is reasonably assured.

*Services.* We derive our services revenues from maintenance and repair services to customers for their owned equipment. In addition to repair and maintenance on an as-needed or scheduled basis, we also provide ongoing preventative maintenance services to industrial customers. Our after-market services provide a high-margin, relatively stable source of revenue through changing economic cycles. We recognize services revenues at the time such services are rendered and collectibility is reasonably assured.

*Non-Segmented Other Revenues.* Our non-segmented other revenue consists of billings to customers for equipment support and activities including: transportation, hauling, parts freight and loss damage waiver charges. We recognize non-segmented other revenues at the time of billing and after the services have been provided.

#### ***Principal Costs and Expenses***

Our largest expenses are the costs to purchase the new equipment we sell, the costs associated with the used equipment we sell, rental expenses, rental depreciation and costs associated with parts sales and services, all of which are included in cost of revenues. For the nine months ended September 30, 2008, our total cost of revenues was \$571.3 million. Our operating expenses consist principally of selling, general and administrative expenses. For the nine months ended September 30, 2008, our selling, general and administrative expenses were \$138.1 million. In addition, we have interest expense related to our debt instruments. We are also subject to federal and state income taxes. Operating expenses and all other income and expense items below the gross profit line of our condensed consolidated statements of income are not generally allocated to our reportable segments.

#### ***Cost of Revenues:***

*Rental Depreciation.* Depreciation of rental equipment represents the depreciation costs attributable to rental equipment. Estimated useful lives vary based upon type of equipment. Generally, we depreciate cranes and aerial work platforms over a ten year estimated useful life, earthmoving over a five year estimated useful life with an estimated 25% salvage value, and industrial lift-trucks over a seven year estimated useful life. Attachments and other smaller type equipment are depreciated over a three year estimated useful life.



**Rental Expense.** Rental expense represents the costs associated with rental equipment, including, among other things, the cost of servicing and maintaining our rental equipment, property taxes on our fleet and other miscellaneous costs of rental equipment.

**New Equipment Sales.** Cost of new equipment sold primarily consists of the equipment cost of the new equipment that is sold, net of any amount of credit given to the customer towards the equipment for trade-ins.

**Used Equipment Sales.** Cost of used equipment sold consists of the net book value of rental equipment for used equipment sold from our rental fleet, the equipment costs for used equipment we purchase for sale or the trade-in value of used equipment that we obtain from customers in equipment sales transactions.

**Parts Sales.** Cost of parts sales represents costs attributable to the sale of parts directly to customers.

**Services Support.** Cost of services revenue represent costs attributable to service provided for the maintenance and repair of customer-owned equipment and equipment then on-rent by customers.

**Non-Segmented Other.** These expenses include costs associated with providing transportation, hauling, parts freight, and damage waiver including, among other items, drivers wages, fuel costs, shipping costs, and our costs related to damage waiver policies.

**Selling, General and Administrative Expenses:**

Our selling, general and administrative expenses ( SG&A ) include sales and marketing expenses, payroll and related benefit costs, insurance expense, professional fees, property and other taxes, administrative overhead, depreciation associated with property and equipment (other than rental equipment) and amortization expense associated with definite-lived intangible assets. These expenses are not generally allocated to our reportable segments.

**Interest Expense:**

Interest expense for the periods presented is primarily comprised of the interest on our debt instruments. Interest expense also includes non-cash interest expense related to the amortization cost of (1) deferred financing costs and (2) original issue discount accretion related to certain debt that was outstanding during a portion of the 2007 fiscal year.

**Principal Cash Flows**

We generate cash primarily from our operating activities and historically we have used cash flows from operating activities, manufacturer floor plan financings and available borrowings under our revolving senior secured credit facility as the primary sources of funds to purchase our inventory and to fund working capital and capital expenditures.

**Rental Fleet**

A significant portion of our overall value is in our rental fleet equipment. Net rental fleet as shown on our condensed consolidated balance sheet at September 30, 2008 was \$582.3 million, or 58.4% of our total assets. Our rental fleet, as of September 30, 2008, consisted of approximately 19,367 units having an original acquisition cost (which we define as the cost originally paid to manufacturers or the original amount financed under operating leases) of \$806.3 million. As of September 30, 2008, our rental fleet composition was as follows (dollars in millions):

	Units	% of Total Units	Original Acquisition Cost	% of Original Acquisition Cost	Average Age in Months
Hi-Lift or Aerial Work Platforms	13,924	71.9%	\$ 470.4	58.4%	34.5
Cranes	450	2.3%	101.1	12.5%	30.7
Earthmoving	1,696	8.8%	158.3	19.6%	19.5
Industrial Lift Trucks	1,373	7.1%	44.2	5.5%	28.3
Other	1,924	9.9%	32.3	4.0%	20.0
Total	19,367	100.0%	\$ 806.3	100.0%	31.2





Determining the optimal age and mix for our rental fleet equipment is subjective and requires considerable estimates and judgments by management. We constantly evaluate the mix, age and quality of the equipment in our rental fleet in response to current economic and market conditions, competition and customer demand. On average, the average age of our rental fleet equipment decreased by 0.6 months during the nine months ended September 30, 2008. The original acquisition cost of our overall gross rental fleet increased, through the normal course of business activities, by \$3.1 million during the nine months ended September 30, 2008. Excluding the impact of Burress, average rental rates for the nine month period ended September 30, 2008 were 2.1% lower than the comparable period last year. The rental equipment mix among our four core product lines remained largely consistent with that of prior year comparable period as a percentage of total units available for rent and as a percentage of original acquisition cost. As a result of our in-house service capabilities and extensive maintenance program, we believe our rental fleet is well-maintained.

The mix and age of our rental fleet, as well as our cash flows, are impacted by the normal sales of equipment from the rental fleet and the capital expenditures to acquire new rental fleet equipment. In making equipment acquisition decisions, we evaluate current economic and market conditions, competition, manufacturers' availability, pricing and return on investment over the estimated useful life of the specific equipment, among other things.

***Principal External Factors that Affect our Businesses***

We are subject to a number of external factors that may adversely affect our businesses. These factors, and other factors, are discussed below as well as in Item 1A **Risk Factors** of our Annual Report on Form 10-K for the year ended December 31, 2007 and in this Quarterly Report on Form 10-Q:

*Spending levels by customers.* Rentals and sales of equipment to the construction industry and to industrial companies constitute a significant portion of our total revenues. As a result, we depend upon customers in these businesses and their ability and willingness to make capital expenditures to rent or buy specialized equipment. Accordingly, our business is impacted by fluctuations in customers' spending levels on capital expenditures. Additionally, our business may be impacted by the availability of credit which could affect our customers' ability to obtain suitable financing.

*Economic downturns.* The demand for our products is dependent on the general economy, the industries in which our customers operate or serve, and other factors. Downturns in the general economy or in the construction and manufacturing industries can cause demand for our products to materially decrease.

*Adverse weather.* Adverse weather in any geographic region in which we operate may depress demand for equipment in that region. Our equipment is primarily used outdoors and, as a result, prolonged adverse weather conditions may prohibit our customers from continuing their work projects. The adverse weather also has a seasonal impact in parts of our Intermountain region, primarily in the winter months.

We believe that our integrated business tempers the effects of downturns in a particular segment. For a discussion of seasonality, see **Seasonality** below.

**Results of Operations**

The tables included in the period-to-period comparisons below provide summaries of our revenues and gross profits for our business segments and non-segmented revenues. The period-to-period comparisons of financial results are not necessarily indicative of future results.

Our operating results for the three and nine month periods ended September 30, 2008 and 2007 include the operating results of Burress since the date of acquisition, September 1, 2007. Therefore, our operating results for the three and nine month periods ended September 30, 2008 include a full three and nine months of Burress operations, respectively, while our operating results for the three and nine month periods ended September 30, 2007 each include Burress operations for the one month of September 2007.

**Three Months Ended September 30, 2008 Compared to the Three Months Ended September 30, 2007 Revenues.**

	Three Months Ended		Total	Total
	September 30, 2008	September 30, 2007	Dollar Change Incr/(Decr)	Percentage Change Incr/(Decr)
(in thousands, except percentages)				
Segment Revenues:				
Equipment rentals	\$ 78,181	\$ 75,598	\$ 2,583	3.4%
New equipment sales	97,797	94,675	3,122	3.3%
Used equipment sales	39,873	44,503	(4,630)	(10.4)%
Parts sales	30,951	26,716	4,235	15.9%
Services revenues	18,333	16,877	1,456	8.6%
Non-Segmented revenues	13,512	12,218	1,294	10.6%
Total revenues	\$ 278,647	\$ 270,587	\$ 8,060	3.0%

*Total Revenues.* Our total revenues were \$278.6 million for the three months ended September 30, 2008 compared to \$270.6 million for the same period in 2007, an increase of approximately \$8.0 million, or 3.0%. Total revenues related to Burress in the current year three month period were \$38.8 million compared to \$10.1 million for the month of September 2007. Revenues for all of our reportable segments are further discussed below.

*Equipment Rental Revenues.* Our revenues from equipment rentals for the three months ended September 30, 2008 increased \$2.6 million, or 3.4%, to \$78.2 million from \$75.6 million for the same three month period in 2007. Total equipment rental revenues for the current year three month period related to Burress were \$4.5 million compared to \$1.3 million for the month of September 2007.

The \$2.6 million increase in total rental revenues is the net result of a \$3.0 million increase in earthmoving equipment rentals, a \$1.0 million increase in crane rentals, a \$0.1 million increase in lift truck rentals and decreases in aerial work platform and other rentals of \$1.3 million and \$0.2 million, respectively. The increase in earthmoving equipment rental revenues is substantially due to the comparative impact of a full three months of Burress rentals in the current year compared to one month last year, while the increase in crane rental revenues reflects an increase in demand combined with the comparative impact of Burress. The \$1.3 million decrease in aerial work platform rentals reflects lower demand in our aerial work platform markets, particularly in our Southern California and Florida regions.

Rental equipment dollar utilization (quarterly rental revenues divided by the average original rental fleet equipment costs) for the three months ended September 30, 2008 was approximately 38.8% compared to 41.9% for the same period last year, a decrease of approximately 3.1%. Excluding Burress, our rental equipment dollar utilization for the three months ended September 30, 2008 and 2007 was 39.9% and 42.7%, respectively, a decrease of 2.8%. The decrease in comparative rental equipment dollar utilization (exclusive of Burress) is primarily the result of a 2.0% decrease (exclusive of Burress) in average rental rates for the comparative periods and lower time utilization (see discussion below), combined with the impact of Burress rental operations. As discussed in note 3 to the condensed consolidated financial statements, Burress, at the time of acquisition, operated primarily as a distributor and had insignificant rental operations. During 2008, we began to integrate our rental operations into the Burress business, which has expectedly resulted in lower average rental rates and lower rental equipment time utilization when compared to the Company exclusive of Burress. We expect Burress rental rates and margins to continue to normalize over the next 12 to 18 months and more closely mirror the Company's rates and margins as our business model is fully integrated into Burress operations.

Rental equipment time utilization (equipment usage based on customer demand) was 67.4% for the current year period compared to 70.7% last year, a decrease of 3.3%, which is primarily the result of a decrease in aerial work platform and earthmoving equipment rental demand.

*New Equipment Sales Revenues.* Our new equipment sales for the three months ended September 30, 2008 increased \$3.1 million, or 3.3%, to \$97.8 million from \$94.7 million for the comparable period in 2007. Total new equipment sales revenues for the current year three month period related to Burrell were \$20.5 million compared to \$3.1 million for the month of September 2007.

Sales of new cranes increased \$4.1 million, sales of new lift trucks increased \$1.9 million and sales of other new equipment increased \$0.2 million. The increase in new crane sales is the result of the impact of a full three months of Burrell new equipment sales in the current year compared to one month last year, which was offset by lower crane sales at our existing operations, which were

negatively impacted by the availability of new cranes from the manufacturer. The increase in new lift truck sales reflects increased demand. Aerial work platform sales decreased \$1.9 million and new earthmoving equipment sales decreased \$1.2 million, reflecting lower product demand.

*Used Equipment Sales Revenues.* Our used equipment sales decreased \$4.6 million, or 10.4%, to \$39.9 million for the three months ended September 30, 2008, from \$44.5 million for the same period in 2007. Burress used equipment sales for the current year three month period were \$6.4 million compared to \$2.9 million for the month of September 2007.

Sales of used cranes decreased \$2.0 million, while sales of used earthmoving equipment and used other equipment decreased \$1.0 million and \$0.5 million, respectively. Sales of used aerial work platform equipment decreased \$1.4 million. These decreases generally reflect lower used equipment demand with the exception of used cranes, sales of which were controlled by the Company to maintain adequate crane fleet available for rent. Lift truck used equipment sales increased \$0.3 million, reflecting the comparative impact of Burress sales operations.

*Parts Sales Revenues.* Our parts sales increased \$4.2 million, or 15.9%, to approximately \$30.9 million for the three months ended September 30, 2008 from \$26.7 million in 2007. Total parts sales revenues for the current year three month period related to Burress were \$4.4 million compared to \$1.8 million for the month of September 2007. The remaining increase was primarily attributable to increased customer demand.

*Services Revenues.* Our services revenues for the three months ended September 30, 2008 increased approximately \$1.4 million, or 8.6%, to \$18.3 million from \$16.9 million for the same period last year. Total services revenues for the current year three month period related to Burress were \$2.0 million compared to approximately \$0.9 million for the month of September 2007. The remaining increase is due to an increase in customer demand.

*Non-Segmented Other Revenues.* Our non-segmented other revenues consisted primarily of equipment support activities including transportation, hauling, parts freight and damage waiver charges. For the three months ended September 30, 2008, our non-segmented other revenues increased \$1.3 million, or 10.6%, to \$13.5 million from \$12.2 million for the same period last year. Total non-segmented other revenues for the current year three month period related to Burress were \$0.9 million compared to \$0.1 million for the month of September 2007. The remaining increase is primarily due to an increase in the volume in these services in conjunction with our primary business activities.

**Gross Profit.**

	<b>Three Months Ended</b>		<b>Total</b>	<b>Total</b>
	<b>September 30,</b>		<b>Dollar</b>	<b>Percentage</b>
	<b>2008</b>	<b>2007</b>	<b>Change</b>	<b>Change</b>
			<b>Incr/(Decr)</b>	<b>Incr/(Decr)</b>
	<b>(in thousands, except percentages)</b>			
Segment Gross Profit:				
Equipment rentals	\$ 39,305	\$ 39,957	\$ (652)	(1.6)%
New equipment sales	13,058	13,152	(94)	(0.7)%
Used equipment sales	9,295	10,773	(1,478)	(13.7)%
Parts sales	9,142	7,821	1,321	16.9%
Services revenues	11,741	10,746	995	9.3%
Non-Segmented gross profit	(44)	1,450	(1,494)	(103.0)%
Total gross profit	\$ 82,497	\$ 83,899	\$ (1,402)	(1.7)%

*Total Gross Profit.* Our total gross profit was \$82.5 million for the three months ended September 30, 2008 compared to \$83.9 million for the three months ended September 30, 2007, a decrease of \$1.4 million, or 1.7%. Total gross profit related to Burress for the current year three month period was \$6.5 million compared to \$2.3 million for the month of September 2007. Total gross profit margin for the three months ended September 30, 2008 was 29.6%, a

decrease of 1.4% from the 31.0% gross profit margin for the same three month period in 2007. Total gross profit margin in the current year three month period related to Burress was 16.9% compared to 22.4% in the same period last year. Gross profit margin for all reportable segments is further described below:

*Equipment Rentals Gross Profit.* Our gross profit from equipment rentals for the three months ended September 30, 2008 decreased approximately \$0.7 million, or 1.6%, to \$39.3 million from \$40.0 million in the same period in 2007. Gross profit from Burress rental operations in the current year three month period was \$1.1 million compared to \$0.4 million for the month of September 2007.

The decrease in equipment rentals gross profit results from a \$2.6 million increase in rental revenues, which was offset by a \$1.4 million net increase in rental expenses and a \$1.9 million increase in rental equipment depreciation expense. As a percentage of equipment rental revenues, maintenance and repair costs were 11.9% in 2008 compared to 11.2% in the prior year, an increase of 0.7%. The increase in current year rental depreciation expense is the result of the higher depreciation expense associated with a larger rental fleet size in 2008 compared to 2007, including three months of depreciation expense in 2008 related to the Burress rental fleet versus only one month last year, plus the impact of higher fleet replacement costs to de-age the fleet.

Gross profit margin in 2008 was 50.3%, down 2.6% from 52.9% in the same period last year. This gross profit margin decline is primarily due to higher cost of sales related to depreciation expense combined with the comparative decline in our average rental rates and the impact of Burress rental operations. Rental depreciation expense as a percentage of total equipment rental revenues was 33.7% and 32.4% for the three month periods ended September 30, 2008 and 2007, respectively. Burress gross profit margin was 24.5% for the current year three month period compared to 29.3% for the month of September 2007.

*New Equipment Sales Gross Profit.* Our new equipment sales gross profit for the three months ended September 30, 2008 decreased \$0.1 million, or 0.7%, to \$13.1 million compared to \$13.2 million for the same period in 2007. Gross profit on Burress new equipment sales in the current year three month period was \$2.7 million compared to \$0.4 million for the month of September 2007.

Gross profit margin in 2008 was 13.4%, a decrease of 0.5% from 13.9% in the same period last year. Burress gross profit margin realized in the current year three month period was approximately 13.2% compared to 12.1% in September 2007. The decline in new equipment sales gross margin is primarily due to the mix of equipment sold.

*Used Equipment Sales Gross Profit.* Our used equipment sales gross profit for the three months ended September 30, 2008 decreased \$1.5 million, or 13.7%, to \$9.3 million from the \$10.8 million for the same period in 2007. Gross profit on Burress used equipment sales for the current year three month period was \$0.7 million compared to \$0.5 million for the month of September 2007.

Gross profit margin in 2008 was 23.3%, down 0.9% from 24.2% in the same period last year. The decline in gross profit margin is primarily due to higher used equipment book values that resulted from the fair values assigned to Burress used equipment in purchase accounting as of the acquisition date. Burress used equipment gross profit margin for the current year three month period was 11.1% compared to 16.7% for the month of September 2007. Our used equipment sales from the rental fleet for the current year period were approximately 143.3% of net book value compared to 137.4% for the three month period ended September 30, 2007.

*Parts Sales Gross Profit.* For the three months ended September 30, 2008, our parts sales revenue gross profit increased \$1.3 million, or 16.9%, to \$9.1 million from \$7.8 million for the same period in 2007. Gross profit on Burress parts sales were \$1.2 million for the current year three month period compared to \$0.6 million in the same period last year. The remaining increase is due to increased customer demand and the mix of parts sold.

Gross profit margin in 2008 was 29.5%, an increase of approximately 0.2% from 29.3% in the same period last year, as a result of the mix of parts sold. Gross profit margin in the current year three month period related to Burress parts sales was 27.8% compared to 32.1% for the month of September 2007.

*Services Revenues Gross Profit.* For the three months ended September 30, 2008, our services revenues gross profit increased \$1.0 million, or 9.3%, to \$11.7 million from \$10.7 million for the same period in 2007. Burress gross profit related to services in the current year three month period was \$1.3 million compared to approximately \$0.3 million in the same period last year.

Gross profit margin in 2008 was approximately 64.0%, an increase of 0.3% from 63.7% in the same period last year, as a result of the mix of services sold. Gross profit margin for the current year three month period related to Burress services revenues was 65.1% compared to 42.2% for the month of September 2007.

*Non-Segmented Other Revenues Gross Profit (Loss).* For the three months ended September 30, 2008, our non-segmented other revenues realized a gross loss of less than \$0.1 million compared to a gross profit of approximately \$1.5 million for the three months ended September 30, 2007, reflecting primarily higher fuel costs combined with the impact of Burress operations. Gross loss margin was (0.3)% in the current year period, down 12.2% from a 11.9% gross profit margin in the comparable period last year.

***Selling, General and Administrative Expenses.*** SG&A expenses increased approximately \$4.0 million, or 9.5%, to approximately \$45.6 million for the three months ended September 30, 2008 compared to \$41.6 million for the same period last year. Current year SG&A costs related to Burrell include costs of \$4.8 million compared to \$1.2 million for the month of September 2007.

Current year SG&A also includes \$0.6 million of expense associated with the amortization of the intangible assets acquired in the Burress acquisition compared to \$0.3 million for the month of September 2007 (see notes 3 and 4 to the condensed consolidated financial statements for further information on the Burress acquisition and the acquired intangible assets). Stock-based compensation expense for the three months ended September 30, 2008 and 2007 was \$0.4 million and \$0.3 million, respectively. As a percentage of total revenues, SG&A expenses were 16.4% for the three months ended September 30, 2008, an increase of 1.0% from 15.4% in the prior year.

**Other Income (Expense).** For the three months ended September 30, 2008, our net other expenses increased by \$0.2 million to \$9.2 million compared to \$9.0 million for the same period in 2007. The \$0.2 million increase is the result of a \$0.5 million net increase in interest expense to approximately \$9.5 million for the three months ended September 30, 2008 compared to \$9.0 million for the same period last year, which was partially offset by the \$0.3 million loss on early extinguishment of debt associated with the redemption of our remaining senior secured notes on July 31, 2007. The net increase in interest expense is due to several factors. Comparative interest expense incurred on our senior secured credit facility was approximately \$0.8 million higher in the current year period largely as a result of an increase in our average borrowings under the senior secured credit facility compared to the prior year. The increase in interest expense on our senior secured credit facility was partially offset by a \$0.4 million decrease in interest expense on our manufacturing flooring plan payables used to finance inventory purchases, due primarily to lower average amounts outstanding during the comparative periods and lower average interest rates on amounts outstanding.

**Income Taxes.** Income tax expense for the three months ended September 30, 2008 decreased \$2.8 million to \$10.3 million compared to approximately \$13.1 million for the three months ended September 30, 2007. The effective income tax rate for the three months ended September 30, 2008 was 36.9% compared to 39.4% for the three months ended September 30, 2007. The decrease is the result of various discrete items recorded in the prior year. Based on available evidence, both positive and negative, we believe it is more likely than not that our deferred tax assets at September 30, 2008 are fully realizable through future reversals of existing taxable temporary differences and future taxable income, and are not subject to any limitations.

***Nine Months Ended September 30, 2008 Compared to the Nine Months Ended September 30, 2007 Revenues.***

	<b>Nine Months Ended September 30, 2008</b>	<b>Total September 30, 2007</b>	<b>Total Dollar Change</b>	<b>Total Percentage Change</b>
	(in thousands, except percentages)			
Segment Revenues:				
Equipment rentals	\$ 224,626	\$ 208,371	\$ 16,255	7.8%
New equipment sales	274,135	240,910	33,225	13.8%
Used equipment sales	128,436	110,190	18,246	16.6%
Parts sales	89,112	73,803	15,309	20.7%
Services revenues	52,651	46,599	6,052	13.0%
Non-Segmented revenues	38,097	33,595	4,502	13.4%
Total revenues	\$ 807,057	\$ 713,468	\$ 93,589	13.1%

**Total Revenues.** Our total revenues were approximately \$807.1 million for the nine months ended September 30, 2008 compared to \$713.5 million for the same period in 2007, an increase of \$93.6 million, or 13.1%. Total revenues related to Burress for the current year nine month period were \$107.0 million compared to \$10.1 million for the month of September 2007. As further discussed below, revenues increased for all reportable segments.

**Equipment Rental Revenues.** Our revenues from equipment rentals for the nine months ended September 30, 2008 increased \$16.3 million, or 7.8%, to \$224.6 million from \$208.3 million for the same three month period in 2007. Total equipment rental revenues for the current year nine month period related to Burress were \$11.0 million



compared to \$1.3 million for the month of September 2007.

Rental revenues increased for all four core product lines. Revenues from aerial work platforms increased \$1.7 million, cranes increased \$3.4 million, earthmoving equipment increased approximately \$9.9 million, lift trucks increased \$0.7 million and other equipment rentals increased \$0.6 million. The increase is primarily the result of the comparative impact of Burrell three months of operations in the current year compared to one month in the prior year, combined with a larger average fleet size available for rent during the current year nine month period. We had approximately 19,367 pieces of rental fleet equipment at September 30, 2008 with

an original equipment cost of \$806.3 million compared to 20,079 pieces of rental fleet equipment at December 31, 2007 with an original equipment cost of \$803.2 million. We had 19,465 pieces of rental fleet equipment at September 30, 2007 with an original equipment cost of \$779.9 million compared to 18,132 pieces of equipment at December 31, 2006 with an original equipment cost of \$655.2 million.

Rental equipment dollar utilization (quarterly rental revenues divided by the average original rental fleet equipment costs) for the nine months ended September 30, 2008 was approximately 37.2% compared to 40.8% for the same period last year, a decrease of 3.6%. Excluding Burress, our rental equipment dollar utilization for the current year period was 38.8%, a decrease of 2.0% compared to last year. The decrease in comparative rental equipment dollar utilization is primarily the result of a 2.1% decrease (exclusive of Burress) in average rental rates for the comparative periods and lower time utilization (see discussion below), combined with the impact of Burress rental operations. As discussed in note 3 to the condensed consolidated financial statements, Burress, at the time of acquisition, operated primarily as a distributor and had insignificant rental operations. During 2008, we began to integrate our rental operations into the Burress business, which has expectedly resulted in lower average rental rates and lower rental equipment time utilization when compared to the Company exclusive of Burress. We expect Burress rental rates and margins to continue to normalize over the next 12 to 18 months and more closely mirror the Company's rates and margins as our business model is fully integrated into Burress operations.

Rental equipment time utilization (equipment usage based on customer demand) was 66.6% for the current year period compared to 68.1% last year, a decrease of 1.5%. This decrease in time utilization is primarily the result of a decrease in aerial work platform and earthmoving equipment rental demand.

*New Equipment Sales Revenues.* Our new equipment sales for the nine months ended September 30, 2008 increased \$33.2 million, or 13.8%, to \$274.1 million from \$240.9 million for the comparable period in 2007. Total new equipment sales revenues for the current year nine month period related to Burress were \$53.4 million compared to \$3.1 million for the month of September 2007.

Sales of new cranes increased \$40.2 million, reflecting the comparative impact of Burress and higher demand for new cranes. Sales of new lift trucks increased \$1.9 million as a result of higher demand and other equipment sales increased \$0.1 million. Partially offsetting these increases was a \$4.6 million decrease in comparative new equipment sales of aerial work platforms and a \$4.4 million decrease in new earthmoving equipment sales, reflecting lower demand for these types of products.

*Used Equipment Sales Revenues.* Our used equipment sales increased approximately \$18.2 million, or 16.6%, to \$128.4 million for the nine months ended September 30, 2008, from \$110.2 million for the same period in 2007. Burress used equipment sales for the nine months ended September 30, 2008 were \$21.0 million compared to \$2.9 million for the month of September 2007.

Sales of used cranes increased \$8.8 million and used earthmoving equipment sales increased \$3.5 million, largely as a result of the comparative impact of Burress, while sales of used aerial work platform equipment increased \$4.6 million and lift truck used equipment sales increased \$2.0 million, reflecting higher demand year over year. Other used equipment sales decreased \$0.7 million.

*Parts Sales Revenues.* Our parts sales increased \$15.3 million, or 20.7%, to \$89.1 million for the nine months ended September 30, 2008 from approximately \$73.8 million in 2007. Total parts sales revenues in the current year nine month period related to Burress were \$13.3 million compared to \$1.8 million for the month of September 2007. The remaining increase was primarily attributable to increased customer demand.

*Services Revenues.* Our services revenues for the nine months ended September 30, 2008 increased \$6.1 million, or 13.0%, to \$52.7 million from \$46.6 million for the same period last year. Total services revenues for the current year nine month period related to Burress were \$5.6 million compared to \$0.9 million for the month of September 2007. The remaining increase is primarily attributable to an increase in customer demand.

*Non-Segmented Other Revenues.* Our non-segmented other revenues consisted primarily of equipment support activities including transportation, hauling, parts freight and damage waiver charges. For the nine months ended September 30, 2008, our non-segmented other revenues increased \$4.5 million, or 13.4%, over the same period last year. Total non-segmented other revenues for the current year nine month period related to Burress were \$2.7 million compared to \$0.1 million in the prior year period. The remaining increase is primarily due to an increase in the

volume in these services in conjunction with the revenue growth of our primary business activities over the last year.

**Gross Profit.**

	Nine Months Ended September 30,		Total Dollar Change	Total Percentage Change
	2008	2007	Incr/(Decr)	Incr/(Decr)
	(in thousands, except percentages)			
Segment Gross Profit:				
Equipment rentals	\$ 109,328	\$ 106,437	\$ 2,891	2.7%
New equipment sales	36,686	32,035	4,651	14.5%
Used equipment sales	30,476	27,586	2,890	10.5%
Parts sales	26,297	21,579	4,718	21.9%
Services revenues	33,635	29,700	3,935	13.2%
Non-Segmented gross profit (loss)	(638)	3,483	(4,121)	(118.3)%
Total gross profit	\$ 235,784	\$ 220,820	\$ 14,964	6.8%

**Total Gross Profit.** Our total gross profit was \$235.8 million for the nine months ended September 30, 2008 compared to \$220.8 million for the nine months ended September 30, 2007, an increase of \$15.0 million, or 6.8%. Total gross profit for the current year nine month period related to Burress was \$16.9 million compared to \$2.3 million for the month of September 2007. Total gross profit margin for the nine months ended September 30, 2008 was 29.2%, a decrease of 1.8% from approximately 31.0% gross profit margin for the same nine month period in 2007. Total gross profit margin in the current year nine month period related to Burress was 15.8% compared to 22.4% in the month of September 2007. Our overall gross profit increase is further described below:

**Equipment Rentals Gross Profit.** Our gross profit from equipment rentals for the nine months ended September 30, 2008 increased \$2.9 million, or 2.7%, to \$109.3 million from \$106.4 million in the same period in 2007. Burress rental operations realized a total gross profit in the current year nine month period of \$1.6 million, resulting in a 14.2% gross margin compared to \$0.4 million or a 29.3% gross margin for the month of September 2007.

The increase in equipment rentals gross profit resulted from a \$16.3 million increase in rental revenues, which was offset by a \$2.7 million net increase in rental expenses and a \$10.7 million increase in rental equipment depreciation expense. The increase in rental expenses was the result of increases in maintenance and repair costs and other costs resulting from maintaining a larger rental fleet during the current year nine month period. As a percentage of equipment rental revenues, maintenance and repair costs were 12.2% in 2008, down 0.1% from 12.3% in the prior year. The increase in current year rental depreciation expense is the result of the comparative impact of Burress and higher depreciation expense associated with a larger rental fleet size, and the impact of higher fleet replacement costs to de-age the fleet.

Gross profit margin in 2008 was 48.7%, down 2.4% from 51.1% in the same period last year. This gross profit margin decline is primarily due to higher cost of sales related to depreciation expense combined with the comparative decline in our average rental rates and the impact of Burress rental operations. Rental depreciation expense as a percentage of total equipment rental revenues was 35.1% and 32.7% for the nine month periods ended September 30, 2008 and 2007, respectively.

**New Equipment Sales Gross Profit.** Our new equipment sales gross profit for the nine months ended September 30, 2008 increased \$4.7 million, or 14.5%, to \$36.7 million compared to \$32.0 million for the same period in 2007. Burress new equipment sales gross profit for the current year nine month period was \$7.1 million compared to \$0.4 million for the month of September 2007.

Gross profit margin in 2008 was 13.4%, an increase of 0.1% from 13.3% in the same period last year. Burress gross profit margin realized in the current year nine month period was 13.4% compared to 12.1% in the month of September 2007.

*Used Equipment Sales Gross Profit.* Our used equipment sales gross profit for the nine months ended September 30, 2008 increased \$2.9 million, or 10.5%, to \$ 30.5 million from approximately \$27.6 million for the same period in 2007. Gross profit on Burress used equipment sales was \$1.9 million for the nine month period ended September 30, 2008 compared to \$0.5 million for the month of September 2007. Gross profit on sales of used cranes increased \$3.0 million, while gross profit on sales of used aerial work platform equipment increased \$1.1 million. These gross profit increases were offset by decreases of \$0.2 million and \$1.0 million in gross profit related to used earthmoving equipment sales and used other equipment sales.

Gross profit margin in 2008 was 23.7%, down 1.3% from 25.0% in the same period last year. The decline in gross profit margin was primarily due to higher used equipment book values that resulted from the fair values assigned to Burress used equipment in purchase accounting as of the acquisition date. Burress used equipment gross profit margin for the current year nine month period was 9.2%

compared to 16.7% for the month of September 2007. Our used equipment sales from the rental fleet for the nine months ended September 30, 2008 were 139.5% of net book value compared to 138.8% for the nine month period ended September 30, 2007.

**Parts Sales Gross Profit.** For the nine months ended September 30, 2008, our parts sales gross profit increased \$4.7 million, or 21.9%, to \$26.3 million from \$21.6 million for the same period in 2007. Burress gross profit on parts sales for the current year nine month period were \$3.7 million compared to \$0.6 million for the month of September 2007.

Gross profit margin in 2008 was 29.5%, an increase of 0.3% from 29.2% in the same period last year, as a result of the mix of parts sold. Gross profit margin for the current year nine month period related to Burress parts sales was 28.1% compared to 32.1% for the month of September 2007.

**Services Revenues Gross Profit.** For the nine months ended September 30, 2008, our services revenues gross profit increased \$3.9 million, or 13.2%, to \$33.6 million from approximately \$29.7 million for the same period in 2007. Burress gross profit on service revenues for the current year nine month period was \$3.6 million compared to approximately \$0.3 million for the month of September 2007.

Gross profit margin was approximately 63.9% for the nine month period ended September 30, 2008 compared to 63.7% for the same period last year. Gross profit margin for the current year nine month period related to Burress service revenues was 63.6% compared to 42.2% for the month of September 2007.

**Non-Segmented Other Revenues Gross Profit (Loss).** For the nine months ended September 30, 2008, our non-segmented other revenues realized a gross loss of approximately \$0.6 million, a decrease of \$4.1 million when compared to the gross profit of \$3.5 million for the nine months ended September 30, 2007, reflecting increased costs associated with the movement of the fleet during the first half of the year, higher fuel costs and the impact of Burress operations. Burress non-segmented other revenues realized a \$1.1 million gross loss for the current year nine month period compared to \$0.1 million of gross profit for the month of September 2007. Gross loss margin was 1.7% in the current year period, down 12.1% from a 10.4% gross profit margin in the comparable period last year.

**Selling, General and Administrative Expenses.** SG&A expenses increased \$21.0 million, or 17.9%, to \$138.1 million for the nine months ended September 30, 2008 compared to \$117.1 million for the same period last year. Included in the nine months ended September 30, 2008 SG&A is approximately \$13.9 million of Burress SG&A costs compared to \$1.2 million for the month of September 2007, and \$2.1 million of expense associated with the amortization of the intangible assets acquired in the Burress acquisition in the current year nine month period compared to \$0.3 million for the month of September 2007 (see notes 3 and 4 to the condensed consolidated financial statements for further information on the Burress acquisition and the acquired intangible assets). The remaining increase, exclusive of Burress, is primarily related to a \$5.3 million increase in employee salaries and wages and related employee expenses and a \$0.4 million increase in facility related expenses, primarily rent expense. These increases reflect additional SG&A costs attributable to the Company's growth. Stock-based compensation expense was \$1.0 million in the nine month period ended September 30, 2008 compared to \$0.9 million for the same period in 2007. As a percentage of total revenues, SG&A expenses were 17.1% for the three months ended September 30, 2008, an increase of 0.7% from 16.4% in the prior year, reflecting the impact of the higher SG&A costs described above and the fixed cost nature of certain SG&A costs.

**Other Income (Expense).** For the nine months ended September 30, 2008, our net other expenses increased by approximately \$2.4 million to \$28.5 million compared to \$26.1 million for the same period in 2007. The \$2.4 million increase is the result of a \$2.6 million net increase in interest expense to \$29.2 million for the nine months ended September 30, 2008 compared to \$26.6 million for the same period last year and a \$0.1 million decrease in other income. Offsetting these increases is a \$0.3 million loss on early extinguishment of debt related to the redemption of our remaining senior secured notes on July 31, 2007. The net increase in interest expense is due to several factors. Comparative interest expense incurred on our senior secured credit facility was \$4.2 million higher in the current year period largely as a result of an increase in our average borrowings under the senior secured credit facility compared to the prior year. The increase in interest expense on our senior secured credit facility was partially offset by a \$1.4 million decrease in interest expense on our manufacturing flooring plan payables used to finance inventory purchases, due primarily to lower average amounts outstanding during the comparative periods and lower average

interest rates on amounts outstanding.

**Income Taxes.** Income tax expense for the nine months ended September 30, 2008 decreased \$4.7 million to \$25.8 million compared to \$30.5 million for the nine months ended September 30, 2007. The effective income tax rate for the nine months ended September 30, 2008 was 37.0% compared to 39.1% for the nine months ended September 30, 2007. The 2.1% decrease is the result of various discrete items recorded in the prior year. Based on available evidence, both positive and negative, we believe it is more likely

than not that our deferred tax assets at September 30, 2008 are fully realizable through future reversals of existing taxable temporary differences and future taxable income, and are not subject to any limitations.

### **Liquidity and Capital Resources**

*Cash flow from operating activities.* Our cash provided by operating activities for the nine months ended September 30, 2008 was \$95.6 million. Our reported net income of \$43.9 million, which, when adjusted for non-cash expense items, such as depreciation and amortization, deferred income taxes, provision for losses on accounts receivable, stock-based compensation expense and net gains on the sale of long-lived assets, provided positive cash flows of approximately \$133.0 million. These cash flows from operating activities were also positively impacted by a decrease of \$7.8 million in net accounts receivable. Partially offsetting these positive cash flows were increases in our inventories of \$17.8 million, a \$21.6 million decrease in manufacturing flooring plans payable, a decrease of \$3.8 million in prepaid expenses and other assets, a \$1.7 million decrease in accounts payable and a \$0.3 million decrease in accrued expenses and other liabilities.

Our cash flows from operating activities for the nine months ended September 30, 2007 resulted in net cash provided by operating activities of \$76.6 million. Our reported net income of \$47.6 million, which, when adjusted for non-cash expense items, such as depreciation and amortization, deferred income taxes, provision for losses on accounts receivable, loss on early extinguishment of debt, stock-based compensation expense and net gains on the sale of long-lived assets, provided positive cash flows of approximately \$129.0 million. These cash flows from operating activities were also positively impacted by an increase of \$38.7 million in accounts payable and a \$5.8 million increase in accrued expenses and other liabilities. Partially offsetting these positive cash flows were increases in our inventories of \$53.7 million, an increase of \$32.5 million in net accounts receivable, an increase of approximately \$2.0 million in prepaid expenses and other assets, a \$32.5 million increase in net accounts receivable, a \$1.4 million decrease in deferred compensation payable and a net decrease of \$7.3 million in manufacturing flooring plans payable.

*Cash flow from investing activities.* For the nine months ended September 30, 2008, cash used in our investing activities was approximately \$39.9 million. Approximately \$10.5 million was related to additional cash consideration paid to the Burress shareholders in connection with the acquisition, of which \$5.3 million was related to the Section 338 tax election pursuant to the acquisition agreement that was paid in the second quarter ended June 30, 2008, and \$5.2 million was related to the settlement of amounts owed the Burress shareholders and paid in the third quarter ended September 30, 2008 for the return of various Hitachi equipment and parts to John Deere (see note 3 to the condensed consolidated financial statements for further information). Also included in these investing activities were purchases of rental and non-rental equipment totaling \$129.8 million, which was partially offset by the proceeds from the sale of rental and non-rental equipment of approximately \$100.4 million. For the nine months ended September 30, 2007, cash used in our investing activities was approximately \$148.1 million. This was a net result of our acquisition of Burress (see note 3 to the condensed consolidated financial statements for further information on the Burress acquisition) resulting in a cash outflow of \$99.8 million, combined with rental and non-rental equipment purchases of \$140.5 million, which was partially offset by proceeds from the sales of rental and non-rental equipment totaling \$92.3 million.

*Cash flow from financing activities.* For the nine months ended September 30, 2008, cash used in our financing activities was approximately \$57.2 million. Our total borrowings during the period under our senior secured credit facility were \$810.2 million and total payments under the senior secured credit facility in the same period were \$824.5 million. We also purchased \$42.6 million of treasury stock, which included \$42.4 million of stock repurchases under the Company's stock repurchase program as further described in note 7 to the condensed consolidated financial statements and Item 2 of this Quarterly Report on Form 10-Q. We also made payments under our related party obligation of \$0.2 million and principal payments under our other debt obligations of \$0.1 million.

For the nine months ended September 30, 2007, cash provided by our financing activities was approximately \$64.1 million. Our total borrowings during the period under our senior secured credit facility were \$754.6 million and total payments under the senior secured credit facility in the same period were \$682.0 million. We also purchased \$0.4 million of treasury stock and made payments under our related party obligation of \$0.2 million. We made principal payments on our notes payable of \$0.4 million and payments on capital lease obligations of \$2.3 million. On July 31, 2007, we redeemed all of our remaining outstanding 11 1/8% Senior Secured Notes due 2012, having an



aggregate principal amount of \$4.5 million. We also paid \$0.5 million of deferred financing costs in connection with our Second Amended and Restated Credit Agreement.

***Cash Requirements Related to Operations***

Our principal sources of liquidity have been from cash provided by operating activities and the sales of new, used and rental fleet equipment, proceeds from the issuance of debt, and borrowings available under our senior secured credit facility. Our principal uses of

cash have been to fund operating activities and working capital, purchases of rental fleet equipment and property and equipment, fund payments due under operating leases and manufacturer flooring plans payable, and to meet debt service requirements. In September 2007, we completed the Burress acquisition (see note 3 to the condensed consolidated financial statements for further information on this acquisition). In the future, we may pursue additional strategic acquisitions. In addition, we may use cash from working capital and/or borrowings under the senior secured credit facility to fund repurchases of the Company's common stock pursuant to the Company's stock repurchase program, under which we may purchase up to \$100 million of the Company's outstanding common stock. Under the terms of the stock repurchase program, as of September 30, 2008, we may purchase up to an additional \$44.8 million of our common stock. In connection with the stock repurchase program, we amended our senior secured credit facility to allow such stock repurchase program, subject to certain restrictions. We anticipate that the above described uses will be the principal demands on our cash in the future.

The amount of our future capital expenditures will depend on a number of factors including general economic conditions and growth prospects. Our gross rental fleet capital expenditures for the nine months ended September 30, 2008 were \$154.7 million, including \$41.4 million of non-cash transfers from new and used equipment to rental fleet inventory, to replace the rental fleet equipment we sold during the period. Our gross property and equipment capital expenditures for the nine months ended September 30, 2008 were \$16.5 million. In response to changing economic conditions, we believe we have the flexibility to modify our capital expenditures by adjusting them (either up or down) to match our actual performance. Given the challenging economic environment we currently operate in, as well as the global credit crisis, we expect to eliminate growth capital expenditures for the rental fleet in the near term and employ a very selective approach toward replacement rental fleet capital expenditures. We anticipate that this approach will allow us to generate cash flow to permit the pay down of debt and/or repurchase of additional shares. Should we pursue any other strategic acquisitions during 2008, we may need to access available borrowings under our senior secured credit facility. As of November 4, 2008, we had \$207.4 million of available borrowings under our senior secured credit facility, net of \$7.0 million of outstanding letters of credit.

To service our debt, we will require a significant amount of cash. Our ability to pay interest and principal on our indebtedness (including the senior unsecured notes, the senior secured credit facility and our other indebtedness), will depend upon our future operating performance and the availability of borrowings under our senior secured credit facility and/or other debt and equity financing alternatives available to us, which will be affected by prevailing economic conditions and financial, business and other factors, some of which are beyond our control. Based on our current level of operations, we believe our cash flow from operations, available cash and available borrowings under the senior secured credit facility will be adequate to meet our future liquidity needs for the foreseeable future.

We cannot provide absolute assurance that our future cash flow from operating activities will be sufficient to meet our long-term obligations and commitments. If we are unable to generate sufficient cash flow from operating activities in the future to service our indebtedness and to meet our other commitments, we will be required to adopt one or more alternatives, such as refinancing or restructuring our indebtedness, selling material assets or operations or seeking to raise additional debt or equity capital. Given current economic and market conditions, including the significant disruptions in the global capital markets, we cannot assure investors that any of these actions could be affected on a timely basis or on satisfactory terms or at all, or that these actions would enable us to continue to satisfy our capital requirements. In addition, our existing or future debt agreements, including the indenture governing the senior unsecured notes, and the senior secured credit facility, contain restrictive covenants, which may prohibit us from adopting any of these alternatives. Our failure to comply with these covenants could result in an event of default which, if not cured or waived, could result in the accelerations of all of our debt.

#### **Seasonality**

Although we believe our business is not materially impacted by seasonality, the demand for our rental equipment tends to be lower in the winter months. The level of equipment rental activities are directly related to commercial and industrial construction and maintenance activities. Therefore, equipment rental performance will be correlated to the levels of current construction activities. The severity of weather conditions can have a temporary impact on the level of construction activities.

Equipment sales cycles are also subject to some seasonality with the peak selling period during the spring season and extending through the summer. Parts and service activities are less affected by changes in demand caused by seasonality.

**Acquisitions**

We completed, effective as of September 1, 2007, and funded on September 4, 2007, the acquisition of all of the outstanding capital stock of J.W. Burrell, Incorporated ( Burrell ). The Burrell purchase price was funded from available cash on hand and

borrowings under our senior secured credit facility. Prior to the acquisition, Burress was a privately-held company operating primarily as a distributor in the construction and industrial equipment markets out of 12 locations in four states in the Mid-Atlantic region of the United States. We had no material relationship with Burress prior to the acquisition. The name of Burress was changed to H&E Equipment Services (Mid-Atlantic), Inc., effective September 4, 2007. This acquisition marks our initial entry into three of the four Mid-Atlantic states that Burress operates in and is consistent with our business strategy. See note 3 to the condensed consolidated financial statements for further information on this acquisition.

We periodically engage in evaluations of potential acquisitions and start-up facilities. The success of our growth strategy depends, in part, on selecting strategic acquisition candidates at attractive prices and identifying strategic start-up locations. We expect to face competition for acquisition candidates, which may limit the number of acquisition opportunities and lead to higher acquisition costs. We may not have the financial resources necessary to consummate any acquisitions or to successfully open any new facilities in the future or the ability to obtain the necessary funds on satisfactory terms. For further information regarding our risks related to acquisitions, see Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2007.

#### **Contractual and Commercial Commitments**

There have been no material changes from the information included in our Annual Report on Form 10-K for the year ended December 31, 2007.

#### **Off-Balance Sheet Arrangements**

There have been no material changes from the information included in our Annual Report on Form 10-K for the year ended December 31, 2007.

#### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Our earnings are affected by changes in interest rates due to the fact that interest on our senior secured credit facility is calculated based upon LIBOR plus 125 basis points as of September 30, 2008. At September 30, 2008, we had \$106.3 million of outstanding borrowings under our senior secured credit facility. The interest rate in effect on those borrowings at September 30, 2008 was approximately 4.31%. A 1.0% increase in the effective interest rate on our outstanding borrowings at September 30, 2008 would increase our interest expense by approximately \$1.1 million on an annualized basis. We do not have significant exposure to changing interest rates as of September 30, 2008 on our fixed-rate senior unsecured notes or on our other notes payable. Historically, we have not engaged in derivatives or other financial instruments for trading, speculative or hedging purposes, though we may do so from time to time if such instruments are available to us on acceptable terms and prevailing market conditions are accommodating.

#### **Item 4. Controls and Procedures.**

##### *Management's Quarterly Evaluation of Disclosure Controls and Procedures*

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required financial disclosure.

Our Chief Executive Officer and Chief Financial Officer (our principal executive officer and principal financial officer, respectively) have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(f) promulgated under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our principal executive officer and principal financial officer have concluded that, as of September 30, 2008, our disclosure controls and procedures are effective to provide reasonable assurance that material information required to be included in our periodic SEC reports is recorded, processed, summarized and reported within the time periods specified in rules and forms.

The design of any system of control is based upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated objectives under all future events, no matter how remote, or that the

degree of compliance with the policies or procedures may not deteriorate. Because of its inherent limitations, disclosure controls and procedures may not prevent or detect all misstatements. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

*Changes in Internal Control Over Financial Reporting*

There have been no changes in our internal controls over financial reporting (as defined in Exchange Act Rule 13a-15(f)) that occurred during the three month period ended September 30, 2008 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings.**

We are party to various litigation matters, in most cases involving normal ordinary course and routine claims incidental to our business. We cannot estimate with certainty our ultimate legal and financial liability with respect to such pending matters. However, we believe, based on our examination of such pending matters, that our ultimate liability for such matters will not have a material adverse effect on our business, financial condition and/or operating results.

**Item 1A. Risk Factors.**

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in Part I, Item 1A Risk Factors, in our Annual Report on Form 10-K for the year ended December 31, 2007 and in Part II, Item 1A Risk Factors, in our Quarterly Report on Form 10-Q for the three month period ended June 30, 2008, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K and in our Quarterly Report on Form 10-Q for the three month period ended June 30, 2008 are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

There have been no material changes with respect to the Company's risk factors previously described on Form 10-K for the year ended December 31, 2007 and on Form 10-Q for the three month period ended June 30, 2008.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

**Issuer Purchases of Equity Securities**

The following table provides information with respect to the Company's repurchases of its common stock during the three months ended September 30, 2008:

	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Program<sup>(1)</sup></b>	<b>Approximate Dollar Value That May Yet Be Purchased Under the Program<sup>(1)</sup></b>
July 1, 2008 to July 31, 2008		\$		\$ 54,261,334
August 1, 2008 to August 31, 2008	99,900	\$ 12.53	2,978,652	\$ 53,009,750
September 1, 2008 to September 30, 2008	573,633	\$ 14.34	3,552,285	\$ 44,782,467

(1) On November 8, 2007, our Board of Directors authorized a

stock repurchase program, under which the Company may purchase, from time to time, in open market purchases at prevailing prices or through privately negotiated transactions as conditions permit, up to \$100 million of the Company's outstanding common stock through December 31, 2008, unless extended or shortened by the Board of Directors. See also note 7 to the condensed consolidated financial statements in this Quarterly Report on Form 10-Q for further information.

**Item 3. Defaults upon Senior Securities.**

None.

**Item 4. Submission of Matters to a Vote of Security Holders.**

None.

**Item 5. Other Information.**

None.

**Item 6. Exhibits.**

A. Exhibits

- 31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 32.1 Certification pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

H&E EQUIPMENT SERVICES, INC.

Dated: November 6, 2008

By: /s/ John M. Engquist  
John M. Engquist  
President and Chief Executive Officer  
(Principal Executive Officer)

Dated: November 6, 2008

By: /s/ Leslie S. Magee  
Leslie S. Magee  
Chief Financial Officer and Secretary  
(Principal Financial and Accounting  
Officer)



**EXHIBIT INDEX**

31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).

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